FDC LIMITED

(**CIN:** L24239MH1940PLC003176)

Registered & Corporate Office: FDC House, C-11 & 12 Dalia Industrial Estate, Oshiwara Village, Off. New Link Road, Andheri (West), Mumbai - 400 053, Maharashtra, India • **Tel. No.:** +91 22 6910 7100 • **Website:** www.fdcindia.com

Email: varsharani.katre@fdcindia.com • **Contact Person:** Ms. Varsharani Katre, Company Secretary and Legal Head

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF FDC LIMITED ("THE COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE ("TENDER OFFER") USING STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II to the SEBI Buyback Regulations read with Schedule I of SEBI Buyback Regulations.

OFFER TO BUYBACK OF UPTO 24,00,000 (TWENTY FOUR LAKH ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 1 (RUPEE ONE ONLY) EACH ("EQUITY SHARE") OF FDC LIMITED AT A PRICE OF ₹ 500 (RUPEES FIVE HUNDRED ONLY) PER FULLY PAID-UP EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE AS PRESCRIBED UNDER THE SEBI BUYBACK REGULATIONS USING STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UPTO ₹ 120.00 CRORE (RUPEES ONE HUNDRED TWENTY CRORES ONLY).

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1 The Board of Directors of the Company, at its meeting held on October 27, 2026 had, subject to the approval of statutory, regulatory or governmental authorities as may be required under applicable laws, approved a buyback of upto 24,00,000 (Twenty Four Lakhs Only) Equity Shares of the Company for an aggregate amount not exceeding ₹ 120.00 crores (Rupees One Hundred Twenty Crore only) (the "**Buyback Size**") excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses ("**Transaction Cost**") (representing 4.84% and 4.87% of the aggregate of the paid up share capital and free reserves as per the audited standalone and consolidated financial statements, respectively as on March 31, 2026) at a price of ₹ 500 (Rupees Five Hundred only) (the "**Buyback Price**") per Equity Share from the existing Members / Shareholders holding equity shares of the Company on a proportionate basis on Record Date, that is, Friday, November 13, 2026 through the "Tender Offer" route as prescribed under the SEBI Buyback Regulations read with SEBI circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, SEBI circular no. SEBI/HO/CFD/DCRIII/CIR/P/2021/615 dated August 13, 2021 and SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 and such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force (the "**SEBI Circulars**"), as amended and in accordance with the Act & the Rules made thereunder (the "**Buyback**"). The Buyback Size in within the limits as specified under the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations.

1.2 In terms of Regulation 5(vi)(a) of the Buyback Regulations, the Board may, till one working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3 The Equity Shares are listed on the BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) (hereinafter together referred to as the "**Stock Exchanges"**).

1.4 The Buyback is in accordance with the provisions contained in the Article 13 of the Articles of Association of the Company, Section 68, 69, 70 and 179 and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, the Companies (Management and Administration) Rules, 2014 and the provisions of the SEBI Buyback Regulations to the extent applicable read with SEBI Circulars. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Registrar of Companies, Mumbai ("ROC"), wherever applicable.

1.5 The Buyback shall be undertaken on a proportionate basis from the Shareholders as on Friday, November 13, 2026 (the "**Record Date**") ("**Eligible Shareholders**") through the Tender Offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified under the SEBI Circulars.

1.6 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.7 In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoters and the Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoters and the Promoter Group entities vide their individual letters dated October 27, 2026, have informed the Company regarding their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in Clause 4.1 of this Public Announcement.

1.8 The aggregate Paid-up equity capital and Free Reserves, including securities premium, of the Company as on March 31, 2026 was ₹ 2,477.61 Crores (Rupees Two thousand four hundred seventy seven crore and sixty one lakhs only, rounded off) based on the audited standalone financial statements and ₹ 2,465.59 Crores (Rupees Two thousand four hundred sixty five crore and fifty nine lakhs only, rounded off) based on the audited consolidated financial statements (the latest audited financial statements available as on the date of the Board Meeting, recommending the proposal of the Buyback) and under the provisions of the Act, the funds deployed for Buyback approved by the Board of Directors will not exceed 10% of the Paid-up equity capital and Free Reserves (including securities premium) of the Company on standalone and consolidated basis, both, under the Board approval route. Accordingly, the maximum amount that can be utilized in the present Buyback is ₹ 246.56 Crores (Rupees Two hundred forty six crore and fifty six lakhs Only). The aggregate amount proposed to be utilised for the Buyback is upto ₹ 120.00 crores (Rupees One Hundred Twenty Crores only) excluding Transaction costs viz. brokerage, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to SEBI, advisors/legal fees, intermediary fees, public announcement, publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.

1.9 The funds for the implementation of the proposed Buyback will be available out of the free reserves of the Company and/or securities premium account and/or such other sources of funds or by such mechanisms as may be permitted by applicable law, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buyback Regulations

1.10 Further, under the Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up Equity Share capital of the Company in that financial year. Since the Company proposes to Buyback upto 24,00,000 (Twenty Four Lakhs Only) Equity Shares through this buyback, which represents 1.47% of the total number of Equity Shares in the total paid up equity share capital of the Company, the same is within the aforesaid 25% limit.

1.11 The Buyback shall be made out of the Free Reserves of the Company as at March 31, 2026 based on the audited financial statements of the Company as on the said date. The Company shall transfer a sum equal to the nominal value of the Equity Shares so bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

1.12 The post Buyback debt-equity ratio of the Company will be below the maximum allowable limit of 2:1 specified under the Act.

1.13 The Buyback Price of ₹ 500 (Rupees Five Hundred only) per Equity Share has been arrived at after considering various factors including, but not limited to the trends in the closing prices of the Equity Shares on NSE and BSE, where the Equity Shares are listed, book value of Equity Shares, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per share.

The Buyback Price represents;

a) a premium of approx. 45.58% and 45.45% over the closing prices on the NSE and BSE respectively on October 19, 2026, being the working day immediately preceding the date on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered;

b) a premium of approx. 36.37% and 35.79% over the volume weighted average price of the Equity Shares on the NSE and BSE respectively during the 60 working days preceding October 21, 2026, being the day on which Company intimated the Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; and

c) a premium of approx. 46.77% and 44.86% over the volume weighted average market price of the Equity Shares on the NSE and BSE respectively during the 10 working days preceding October 21, 2026, being the day on which Company intimated the Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered.

1.14 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoters and Promoter Group in the Company may increase or decrease from the existing shareholding of the total equity capital and voting rights of the Company. The Promoters and Promoter Group of the Company who are the persons in control and therefore such further increase or decrease in voting rights of the Promoters and Promoter Group will not result in any change in control over the Company.

1.15 Post Buyback, the level of holding of public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Due to any reason, if the public shareholding in the Company post Buyback falls below the minimum level of public shareholding prescribed under SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.

1.16 Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

A copy of the Public Announcement will be available on the websites of the Company (www.fdcindia.com), SEBI (www.sebi.gov.in), Stock Exchanges (www.nseindia.com) and (www.bseindia.com) and Manager to the Offer (www.sundaecapital.com).

2. NECESSITY FOR THE BUYBACK

Buyback is the purchase of its own Equity Shares by the Company. The objective is to maximize returns to investors, to reduce total number of shares and enhance overall shareholders' value by returning cash to shareholders in an efficient and investor friendly manner. The Board of Directors of the Company at its meeting held on October 27, 2026 considered the accumulated free reserves as well as cash liquidity reflected in the audited standalone financial statements as at and for the period ended March 31, 2026 and benefits to the members holding Equity Shares of the Company and decided to allocate a sum of ₹ 120.00 crores (Rupees One Hundred Twenty Crores only) (representing 4.84% of the aggregate of the Company's paid up equity share capital and free reserves (including securities premium) as per the latest Standalone Audited Financial Statement of the Company, as at and for the period ended March 31, 2026), excluding Transaction Costs, which is within the maximum amount as aforesaid, for returning to the members holding Equity shares through Buyback.

The Company's management strives to increase Shareholder's value and the Buyback would result in, amongst other things:

1. The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby enhancing the overall return to shareholders;
2. The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve the allocation of the number of shares as per their entitlement or 15% of the number of shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
3. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
4. The Buyback gives an option to the Shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
5. Optimizes the capital structure.

3. DETAILS OF HOLDING AND TRANSACTIONS IN THE EQUITY SHARES BY THE MEMBERS OF THE PROMOTERS AND PROMOTER GROUP, PERSONS IN CONTROL, DIRECTORS / TRUSTEES OF MEMBERS OF THE PROMOTER & PROMOTER GROUP, DIRECTORS AND KEY MANAGERIAL OF THE COMPANY AND OTHER DETAILS

3.1 The aggregate shareholding of the Promoters and the Promoter Group of the Company as on the date of this Public Announcement is as under:

Sr. No.	Name of the Shareholder	No. of Equity shares held	No. of Equity Shares in Demat Form	Percentage of Equity Share Capital
Promoters & Promoter Group*				
1	Mr. Ameya Ashok Chandavarkar	99,23,930	99,23,930	6.10%
2	Ms. Nomita Ramdas Chandavarkar	3,69,16,689	3,69,16,689	22.67%
3	Mr. Nandan Mohan Chandavarkar	11,000	11,000	0.01%
4	Mrs. Aditi C. Bhanot	1,10,69,381	1,10,69,381	6.80%
5	Leo Advisors Private Limited (in the capacity as Trustee of Ameya Family Discretionary Trust) (1)	1,49,35,092	1,49,35,092	9.17%
6	Nandan Mohan Chandavarkar (in the capacity as Trustee of Sandhya Mohan Chandavarkar Trust) (2)	2,02,77,170	2,02,77,170	12.45%
7	Nandan Mohan Chandavarkar (in the capacity as Trustee of Mohan Anand Chandavarkar Trust) (3)	2,02,77,171	2,02,77,171	12.45%
	Total	**11,34,10,433**	**11,34,10,433**	**69.66%**

(1) Mr. Ashok Anand Chandavarkar, Mrs. Mangla Ashok Chandavarkar and Mr. Ameya Ashok Chandavarkar are the Directors of Leo Advisors Private Limited.

(2) Nandan Mohan Chandavarkar and Alpana Nandan Chandavarkar are the Trustees of Sandhya Mohan Chandavarkar Trust and Mohan Anand Chandavarkar, Nandan Mohan Chandavarkar and Alpana Nandan Chandavarkar are the beneficiaries of the Trust.

(3) Nandan Mohan Chandavarkar and Alpana Nandan Chandavarkar are the Trustees of Mohan Anand Chandavarkar Trust and Sandhya Mohan Chandavarkar, Nandan Mohan Chandavarkar and Alpana Nandan Chandavarkar are the beneficiaries of the Trust.

** Mr. Mohan Anand Chandavarkar, Mrs. Sandhya Mohan Chandavarkar, Mr. Ashok Anand Chandavarkar, Mrs. Mangala Ashok Chandavarkar and Meera Ramdas Chandavarkar are also the Promoters of the Company but do not hold any equity shares in the Company.*

3.2 Aggregate Shareholding of the Directors and Key Managerial Personnel of the Company (other than members of the Promoter and Promoter Group) in the Company:

Sr. No.	Name of the Shareholder	No. of Equity shares held	No. of Equity Shares in Demat Form	Percentage of Equity Share Capital
Directors (Other than Promotors)				
1	Dr. Mahesh Chandru Bijlani	Nil	Nil	Nil
2	CA. Vijay Suresh Maniar	Nil	Nil	Nil
3	CA. Vijay Nautamlal Bhatt	Nil	Nil	Nil
4	Dr. Charuta Nityanath Mandke	Nil	Nil	Nil
5	CA. Kishore Mukund Saletore	Nil	Nil	Nil
Key Managerial Personnel				
1	Vishal Shah, Chief Financial Officer	Nil	Nil	Nil
2	Varsharani Katre, Company Secretary and Legal Head	Nil	Nil	Nil

3.3 No shares were either purchased or sold by the Promoters and Promoter Group, during the period of 6 months preceding the date of the Board Meeting at which the proposal for Buyback was approved, i.e. October 27, 2026 except as under:

Name of Promoter / entity	Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
Nandan Mohan Chandavarkar	June 24, 2026	Sell	23,59,770	Nil	1	Gift
Nandan Mohan Chandavarkar (in the capacity as Trustee of Sandhya Mohan Chandavarkar Trust)		Acquire	23,59,770	Nil	1	
Nandan Mohan Chandavarkar	June 24, 2026	Sell	26,70,316	Nil	1	Gift
Nandan Mohan Chandavarkar (in the capacity as Trustee of Mohan Anand Chandavarkar Trust)		Acquire	26,70,316	Nil	1	

4. INTENTION OF THE PROMOTERS AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES FOR BUYBACK INDICATING THE NUMBER OF SHARES, DETAILS OF ACQUISITION WITH DATES AND PRICE.

4.1 In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoters and Promoter Group have the option to participate in the Buyback. In this regard, all the Promoters and the Promoter Group entities vide their individual letters dated October 27, 2026, have informed the Company regarding their intention to participate in the Buyback and offer to tender their pro rata entitlement against the shares held by them as on the Record Date and may also tender such additional number of shares, as they may decide subsequently depending upon publicly available information at the time of such decision making, in compliance with the SEBI Buyback Regulations. However, the Promoters and Promoter Group shall not tender more than 11,34,10,433 Equity Shares under the Buyback, being the total number of Equity Shares held by them.

4.2 The details of the date and price of acquisition of the Equity Shares that Promoters & Promoter Group intends to tender are set out below:

(i) Mr. Ameya Ashok Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
Balance as on June 30, 2006 (net of shares sold post this date)*	-	30,01,346	-	1.00	-
September 08, 2011	Inter-se Transfer	6,10,000	-	1.00	Gift
December 30, 2011	Inter-se Transfer	3,09,750	-	1.00	Gift
September 24, 2015	Allotment	60,02,834	-	1.00	Pursuant to merger
Total		**99,23,930**			

* Details prior to June 30, 2006 are not available.

(ii) Ms. Nomita Ramdas Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
Balance as on June 30, 2006 (net of shares sold post this date)*	-	6,72,640	-	1.00	-
September 24, 2015	Allotment	45,88,000	-	1.00	Pursuant to merger
March 27, 2024	Gift	3,16,56,049	-	1.00	Gift from Ms. Meera Ramdas Chandavarkar
Total		**3,69,16,689**			

* Details prior to June 30, 2006 are not available.

(iii) Mr. Nandan Mohan Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
September 24, 2015	Allotment	11,000	-	1.00	Pursuant to merger
Total		**11,000**			

(iv) Mrs. Aditi C Bhanot

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
March 31, 2015	Inter-se transfer	11,10,774	Nil	1.00	Gift
December 21, 2021	Market Purchase	1,786	279.55	1.00	Cash
February 17, 2026	Gift	99,56,821	Nil	1.00	Gift received from Virgo Advisors Private Limited (acting as Trustee of Aditi Family Discretionary Trust)
Total		**1,10,69,381**			

(v) Leo Advisors Private Limited (acting as Trustee of Ameya Family Discretionary Trust)

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
March 28, 2017	Inter-se transfer through bulk deal on stock exchange	1,49,35,092	203.55	1.00	Cash
Total		**1,49,35,092**			

(vi) Nandan Mohan Chandavarkar in the capacity as Trustee of Sandhya Mohan Chandavarkar Trust.

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
November 28, 2018	Inter-se transfer	1,79,17,400	Nil	1.00	Gift
June 24, 2026	Gift	23,59,770	Nil	1.00	Gift from Nandan Mohan Chandavarkar
Total		**2,02,77,170**			

(vii) Nandan Mohan Chandavarkar in the capacity as Trustee of Mohan Anand Chandavarkar Trust

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
November 28, 2018	Inter-se transfer	1,76,06,855	Nil	1.00	Gift
June 24, 2026	Gift	26,70,316	Nil	1.00	Gift from Nandan Mohan Chandavarkar
Total		**2,02,77,171**			

Mr. Mohan Anand Chandavarkar, Mrs. Sandhya Mohan Chandavarkar and Mrs. Meera Ramdas Chandavarkar are also the Promoters of the Company but do not hold any equity shares in the Company.

Mr. Ashok Anand Chandavarkar, Mrs. Mangala Ashok Chandavarkar and Mr. Ameya Ashok Chandavarkar are the directors of Leo Advisors Private Limited (acting as Trustee of Ameya Family Discretionary Trust). Except for Mr. Ameya Ashok Chandavarkar, whose shareholding is disclosed above, no other Director of Leo Advisors Private Limited hold shares in the Company.

4.3 The Company confirms that there are no defaults made or subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest payment thereon, redemption of preference shares or payment of dividend to any shareholder, repayment of term loans or interest thereon to any financial institution or banks.

4.4 The Board of Directors confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion as on the date of passing the board resolution approving the Buyback i.e., October 27, 2026:

i.that immediately following the date of the Board Meeting held on October 27, 2026, there will be no grounds on which the Company could be found unable to pay its debts;

ii.that as regards the Company's prospects for the year immediately following the date of the Board Meeting held on October 27, 2026, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback; and;

iii.that in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016 (to the extent notified and in force).

5. The text of the Report dated October 27, 2026 addressed by the Statutory Auditor of the Company, M/s B S R & Co. LLP, Chartered Accountants, addressed to the Company is reproduced below:

Quote

To,
The Board of Directors
FDC Limited, FDC House,
C-11 & 12, Dalia Industrial Estate, Oshiwara Village,
Off New Link Road, Andheri - West,
Mumbai – 400053 Maharashtra, India

27 October 2026

Dear Sir/Madam,

Sub: Independent Auditors' Report in respect of proposed buy-back of equity shares by FDC Limited ("the Company") in terms of clause (xi) of Schedule I of Securities and

Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the "Buy-back Regulations")

1. This report is issued in accordance with the terms of our engagement letter dated 22 July 2022 with FDC Limited ("the **Company**").

2. The Board of Directors of the Company have approved proposed buyback of equity shares by the Company at its meeting held on 27 October 2026 in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the Act') and the Buy-back Regulations. The accompanying Statement of permissible capital payment (including premium) ('**Annexure A**') as of 31 March 2026 (hereinafter referred as the "Statement") is prepared by the management of the Company, which we have initiated for identification purpose only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Section 68, 69 and 70 of the Act and Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., 27 October 2026 (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditors' Responsibility

5. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance whether:

i. we have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2026 read with the declaration of solvency approved by the board of directors dated 27 October 2026.

ii. the amount of maximum permissible capital payment towards buy back as detailed in Annexure A has been computed in accordance with the limits specified in section 68(2) of the Act;

iii. the amounts of total paid-up capital and free reserves have been accurately extracted from the audited standalone financial statements and audited consolidated financial statements of the Company as at and for the year ended 31 March 2026.

iv. the Board of Directors of the Company in their meeting dated 27 October 2026, have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting held to consider the proposal of Buy-back of Equity Shares.

6. The audited standalone financial statements and audited consolidated financial statements for the financial year ended on 31 March 2026 referred to in paragraph 5 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated 27 May 2026. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:

i. Examined that the amount of maximum permissible capital payment towards the Buyback as detailed in Annexure A has been computed in accordance with the limits specified in Section 68(2) of the Act.

ii. Inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2026.

iii. Obtained declaration of solvency as approved by the board of directors on 27 October 2026 pursuant to the requirements of clause (x) of Schedule I to the Buy-back Regulations.

iv. Traced the amounts of total paid-up equity share capital, retained earnings and securities premium as mentioned in Annexure A from the audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2026.

v. Examined that the Buy Back approved by Board of Directors in its meeting held on 27 October 2026 is authorized by the Articles of Association of the Company,

vi. Examined that all the shares for buy-back are fully paid-up.

vii. Verified the arithmetical accuracy of the amounts mentioned in Annexure A; and

viii. We have obtained appropriate representations from the Management of the Company.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

10. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

11. Based on inquiries conducted and our examination as above, we report that:

a) We have inquired into the state of affairs of the Company in relation to its latest audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2026 read with the declaration of solvency approved by board of directors on 27 October 2026.

b) the amount of maximum permissible capital payment towards buy back as detailed in Annexure A has been computed in accordance with the limits specified in section 68(2) of the Act.

c) the amounts of share capital, securities premium and free reserves have been accurately extracted from the audited standalone financial statements and audited consolidated financial statements of the Company as at and for the year ended 31 March 2026.

d) the Board of Directors of the Company in their meeting dated 27 October 2026, have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting held to consider the proposal of Buy-back of Equity Shares.

Restriction on Use

12. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sd/-
Amar Sunder
Partner
Membership No: 073805
UDIN: 26078305GKXNJD8992

Mumbai
27 October 2026

Annexure A:

Statement of permissible capital payment (including premium)

Computation of amount of permissible capital payment towards buy back of equity shares of FDC Limited in accordance with proviso to Section 68(2) of the Companies Act, 2013 (the "Act") and proviso to Regulation 5(i) of the SEBI Buy-Back Regulations:

Particulars	Standalone * (₹ in cr)	Consolidated * (₹ in cr)
Paid up equity share capital as on March 31, 2026 (162,810,084 equity shares of face value ₹ 1 each)	16.28	16.28
Free reserves as on March 31, 2026#		
- General reserves	309.42	308.11
- Retained earnings	2,151.91	2,141.20
Total	2,477.61	2,465.59
Maximum amount permissible under the Act / SEBI Buyback Regulations with approval of the shareholders (25%)	619.40	616.40
10% of the total paid up equity share capital and free reserves, if the buyback is carried through tender offer route (in accordance with the Chapter III of the SEBI Buy-Back Regulations and Section 68(2) of the Act)	247.76	246.56
Maximum amount permitted by Board Resolution dated October 27, 2026 approving the Buyback of Equity Shares, based on the audited standalone and audited consolidated for the year ended March 31, 2026 (lower of 10% of net worth based on standalone and consolidated financial statements as on March 31, 2026)		246.56
Amount approved by the board of directors in the meeting held on October 27, 2026	120.00	120.00
Buyback size as a percentage of total paid up capital and free reserves	4.84%	4.87%

**The amounts have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2026.*

 # Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Act.

For **FDC Limited**

Sd/-
Mohan A Chandavarkar
Chairman & Managing Director

Mumbai
Date: October 27, 2026

Unquote

6. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT

6.1 All the Equity Shares of the Company are fully paid-up;

6.2 The Company shall not issue any Equity Shares or specified securities, including by way of bonus, until the date of expiry of the Buyback period;

6.3 The Company shall pay the consideration only by way of cash;

6.4 Except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period, as may be applicable in accordance with the Companies Act and Buyback Regulations respectively or any circulars or notifications issued by SEBI in connection therewith;

6.5 The Company shall not withdraw the Buyback offer after the Public Announcement of the Buyback offer is made;

6.6 The Company shall not Buyback its Equity Shares so as to delist its shares from the Stock Exchange.

6.7 The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;

6.8 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

6.9 There are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon), as the case may be;

6.10 The Company shall not buyback its Equity Shares from any person through a negotiated deal whether on or off the Stock Exchange or through spot transactions or through any private arrangement in the implementation of the Buyback;

6.11 The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;

6.12 The aggregate amount of the Buyback Size i.e., up to ₹ 120.00 crore (Rupees One Hundred Twenty Crores only) does not exceed 10% of the total paid-up equity capital and free reserves (including securities premium) of the Company as per the standalone and consolidated audited financial statements of the Company as at and for the period ended March 31, 2026 (the latest audited financial statements, available as on the date of the Board Meeting recommending the proposal of the Buyback);

6.13 The maximum number of Equity Shares proposed to be purchased under the Buyback, i.e., up to 24,00,000 (Twenty Four Lakhs only) Equity Shares, does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the latest audited financial statements as on March 31, 2026;

6.14 The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period of the preceding offer of buyback;

6.15 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act involving the company, as on date of this Public Announcement;

6.16 The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;

6.17 The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;

6.18 As per Regulation 24(i)(e) of the Buyback Regulations, the members of the Promoters & Promoter Group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the members of the Promoters & Promoter Group) from the date of the Board resolution approving the Buyback till the closing of the Buyback offer;

6.19 as per Regulation 24(i)(ea) of the SEBI Buyback Regulations, except for tendering shares or other specified securities in the Buyback offer, the shares or other specified securities held by the Promoter and Promoter Group including their associates, for which Buyback is undertaken, shall remain frozen at the International Securities Identification Number (ISIN) level during the period from the date of the Board Meeting till the closing of the Buyback offer;

6.20 The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves (including securities premium) after the Buyback based on the financial statements of the Company as at March 31, 2026.

7. Record date and Shareholder Entitlement

7.1 As required under the SEBI Buyback Regulations, the Company has fixed November 13, 2026, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders holding equity shares of the Company who will be Eligible Shareholders to participate in the Buyback. Eligible Shareholders will receive a letter of offer along with a Tender/Offer form indicating their entitlement. ("**Letter of Offer**"). Even if the Eligible Shareholder does not receive a letter of offer along with a tender form, the Eligible shareholder may participate and tender shares in the Buyback.

7.2 As required under the SEBI Buyback Regulations, the dispatch of the letter of offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record date. If the Company or the Registrar to the Buyback receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.

7.3 As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a (**"Small Shareholder"**) is a shareholder who holds shares or other specified securities whose market value, on the basis of closing price on the recognized stock exchange in which the highest trading volume, as on record date, is not more than INR 2,00,000 (Rupees Two Lakhs only).

7.4 The Equity Shares to be bought back, as part of the Buyback is divided in to two categories:

(a) reserved category for Small Shareholders (as defined in point 7.3 above); and

(b) the general category for all other shareholders.

7.5 In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

7.6 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Shareholders in that category, and thereafter from Shareholders who have tendered over and above their entitlement in other category.

7.7 In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding Physical Shares, if applicable, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on the Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

7.8 The Eligible Shareholders participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

7.9 The maximum tender under the Buyback by any Eligible Shareholder of the Company cannot exceed the number of Equity Shares held by such Eligible Shareholder of the Company as on the Record Date. In case the Eligible Shareholders hold Equity Shares through multiple demat accounts, the tender through demat account cannot exceed the number of Equity Shares held in that demat account.

7.10 The Equity Shares tendered as per the entitlement by the Eligible Shareholders of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations.

7.11 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent in due course to the Shareholders as on Record Date.

8. Process and Methodology to be adopted for Buyback

8.1 The Buyback is open to all Eligible Shareholders holding Equity Shares of the Company either in demat or physical mode, as on the Record date, i.e. November 13, 2026.

8.2 The Company proposes to affect the Buyback through Tender Offer, on a proportionate basis. The Letter of Offer, outlining the terms of the Offer as well as the detailed disclosures as specified in the SEBI Buyback Regulations, will be mailed/couriered to Equity Shareholders of the Company whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.

Eligible Shareholders who have registered their Email IDs with the Depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer.

8.3 The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court / any other competent authority for transfer / disposal / sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

8.4 The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which states that the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.

8.5 Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar, and such tendered shares may be accepted subject to appropriate verification and validation by the Registrar.

8.6 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per Clause 8 under "Process and Methodology for the Buyback".

8.7 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.

8.8 Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also tender a part of their Buyback Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in the Letter of Offer.

8.9 The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.

8.10 The Buyback shall be implemented by the Company using the "Mechanism for acquisition of shares through Stock Exchange" notified under SEBI Circulars and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.

8.11 The Acceptance of the Offer made by the Company is entirely at the discretion of the Shareholders of the Company. The Company does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard.

8.12 For implementation of the Buyback, the Company has appointed Eureka Stock & Share Broking Services Limited as the registered broker to the Company (the "Company Broker") through whom the purchases and settlements in respect of the Buyback would be made by the Company. The details of the Company's Broker are as follows:

Eureka Stock & Share Broking Services Limited
1101, 11th Floor, Merline Infinite
DN-51, Sector 5, Bidhan Nagar
Kolkata - 700 091, West Bengal
Tel. No.: +91 33 6628 0000
E-mail: debomita@eurekasec.com
Website: www.eurekasec.com

8.13 The Company will use the Acquisition Window of National Stock Exchange of India Limited ("**NSE**") ("**Acquisition Window**"), the Designated Stock Exchange to facilitate placing of sell orders by Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be as specified by NSE from time to time.

8.14 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity shares will be placed by the shareholders through their respective Seller Members during normal trading hours of the secondary market.

8.15 Procedure to be followed by Shareholders holding Equity Shares in the dematerialized form:

- Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Shareholder Broker by indicating to their broker the details of Equity Shares they intend to tender under the Buyback.
- The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the Stock Exchange.
- The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
- In case, the Eligible Shareholder's demat account is held with one depository and clearing member pool Stock Clearing member account is held with other depository, shares shall be blocked in the Eligible Shareholder's demat account at source depository during the tendering period. Inter-Depository Tender Offer (**"IDT"**) instructions shall be initiated by the Eligible Shareholders at source depository to Clearing Member at target depository. The source depository shall block the Eligible Shareholder's Equity Shares (i.e. transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- For Custodian Participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Date of closing of the Offer. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc.
- In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Eligible Shareholders.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company.

8.16 Procedure to be followed by registered Shareholders holding Equity Shares in the Physical form:

- In accordance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, SEBI has clarified that "*shareholders holding securities in physical form are allowed to tender shares in open offers, buybacks through tender offer route and exit offers in case of voluntary or compulsory delisting. However, such tendering shall be as per the provisions of respective regulations*". Accordingly, shareholders of the Company holding share in physical form can participate in the Buyback Offer subject to the provisions of the SEBI Buyback Regulations and the terms provided in the Letter of Offer.
- Public Shareholders who are holding Equity Shares in Physical Form and intend to participate in the Offer will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Public Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the Public Shareholder's PAN Card, (iv) the Tender Form (duly signed by all Public Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Public Shareholder has deceased, etc., as applicable. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- Based on the documents as mentioned above, the concerned Seller Member shall place the bid on behalf of Public Shareholders holding Equity Shares in physical form using the Acquisition Window of the NSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- The Seller Member / Public Shareholder is required to **deliver the original Equity Share certificate(s) and documents (as mentioned above) along with TRS either by registered post / speed post or courier or hand delivery to Registrar to the Offer (at the address mentioned at clause 10 below) on or before the Buyback Closing Date. The envelope should be super scribed as "FDC Limited - Buyback 2026-27".** One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Seller Member / Public Shareholder.
- Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for acquisition under the Offer shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Offer will verify such bids based on the documents submitted on a daily basis and till such time NSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar to the Offer confirms the bids it will be treated as 'Confirmed Bids'.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) there a name mismatch in the Folio of the Public Shareholder; or (ii) there exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (iii) The documents mentioned in the Tender Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of the Buyback Closing Date; or (iv) If there is any other company share certificate / Invalid Certificate enclosed with the Tender Form instead of the share certificate of the Company; or (v) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; or (vi) If the Public Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or (vii) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.
- In case any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible Shareholders tender their Equity Shares in the Buyback, so that they can participate in the Buyback.
- An unregistered shareholder holding Physical Shares may also tender his Equity Shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

8.17 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

8.18 The cumulative quantity tendered shall be made available on the website of NSE (website: www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

8.19 The Company will not accept Equity Shares tendered for the Buyback which under restraint order of the court for transfer/ sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

8.20 Method of Settlement

a. Upon finalization of the basis of Acceptance as per SEBI Buyback Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by Clearing Corporation from time to time.

b. The Demat Shares bought back would be transferred directly to the Company Demat Account opened for the Buyback provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of NSE.

c. The Eligible Shareholders of the Demat Shares will have to ensure that they keep their DP account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non–acceptance in the Buyback. Further, Eligible Shareholders will have to ensure that they keep the bank account attached to the DP account active and updated to receive credit remittance due to acceptance of Buyback of equity shares by the Company.

d. Details in respect of shareholder's entitlement for the Buyback shall be provided to NSE Clearing Limited ("NCL") by Company / Registrar to Buyback. On receipt of the same, the NCL will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to Clearing Corporation.

e. In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the Equity Shares as per the communication/message received from target depository to the extent of accepted bid Equity Shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

The Company will transfer the consideration pertaining to the Buyback to Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI Circulars and as prescribed by NSE and the Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Seller Broker (s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Seller Broker for onward transfer to such shareholders

f. In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and Clearing Corporation from time to time.

g. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. On settlement date, all blocked Equity Shares mentioned in accepted bid shall be transferred to Clearing Corporation.

h. The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow demat account of the Company ("**Company Demat Escrow Account**") provided it is indicated by the Company's Brokers or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.

i. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Shareholder. The shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in the Buyback Offer.

j. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance / rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.

k. The Seller Member would issue contract note for the Equity Shares accepted under the Buyback and will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

l. Equity Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in the Buyback (secondary market transaction). Therefore, the Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager to the Buyback Offer and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Shareholders.

m. The settlements of fund obligation for Demat Shares shall be effected as per the SEBI Circulars and as prescribed by NCL from time to time. For Demat Shares accepted under the Buyback, the NCL will make direct funds pay-out to the respective Eligible Shareholders. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI/ bank(s), due to any reasons, then the amount payable to the Eligible Shareholder will be transferred to the Shareholder Broker for onward transfer to such Eligible Shareholders.

n. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

o. The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

9. Company Secretary & Compliance Officer

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during 10:00 AM IST to 5:00 PM IST on all working days, from Monday to Friday:

Name : Varsharani Katre
Designation : Company Secretary and Legal head
Address : FDC House, C-11 & 12 Dalia Industrial Estate, Oshiwara Village, Off. New Link Road, Andheri (West), Mumbai - 400 053, Maharashtra, India
Tel. No. : +91 22 6910 7100
Email : varsharani.katre@fdcindia.com
Website : www.fdcindia.com

10. Registrar to the Offer and Investor Service Centre

In case of any query, the Eligible Shareholders may also contact the Registrar to the Buyback of the Company during working hours i.e. 10:00 AM IST to 5:00 PM IST on all working days at the following address from Monday to Friday:

MUFG Intime

MUFG Intime India Private Limited
(formerly Link Intime India Private Limited)
C-101, 1st Floor, Embassy 247
L.B.S. Marg, Vikhroli (West)
Mumbai - 400 083, Maharashtra, India
Tel. No.: +91 810 811 4949
Fax No.: +91 22 4918 6060
Email: fdc.buyback@in.mpms.mufg.com
Website: www.in.mpms.mufg.com
SEBI Registration No: INR000004058
Validity Period: Permanent
Contact person: Shanti Gopalkrishnan

11. Manager to the Buyback

The Company has appointed Sundae Capital Advisors Private Limited as the Manager to the Buyback and their contact details are given below:

SUNDAE

Sundae Capital Advisors Private Limited
307, 'AT', Mahakali Caves Road Andheri (East), Mumbai - 400 093, Maharashtra, India
Tel. No.: +91 22 4515 5887 / +91 87 9622 8221
Email: fdc.buyback@sundaecapital.com
Investor Grievance e-mail id:
grievances.mb@sundaecapital.com
Website: www.sundaecapital.com
SEBI Regn. No.: INM000012494
Validity Period: Permanent
CIN: U65990DL2016PTC305412
Contact Person: Chirag Pareek / Vanita Soni

12. Directors' Responsibility

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information. This Public Announcement is issued under the authority of the Board in terms of the resolution passed by the Board on October 27, 2026.

For and on behalf of the Board of Directors of
FDC Limited

Sd/-	Sd/-	Sd/-
Mohan Anand Chandavarkar	**Ashok Anand Chandavarkar**	**Varsharani Katre**
Chairman & Managing Director	**Executive Director**	**Company Secretary & Legal Head**
(DIN: 00043344)	**(DIN: 00042719)**	**FCS 8948**

Place : Mumbai
Date : October 28, 2026