

DCS/AMAL/LP/24(f)/250/2014-15

December 26, 2014

The Company Secretary
FDC Limited.
B-8, MIDC Industrial Area,
Dist Aurangabad, Waluj
Maharashtra, 431136.

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Arrangement involving amalgamation of Soven Trading & Investment Company Private Ltd, Sudipta Trading & Investment Company Private Ltd, Transgene Trading & Investment Company Private Limited and Anand Synthochem Ltd with FDC Ltd.

We are in receipt of Scheme of Arrangement involving amalgamation of Soven Trading & Investment Company Private Ltd, Sudipta Trading & Investment Company Private Ltd, Transgene Trading & Investment Company Private Limited and Anand Synthochem Ltd with FDC Ltd.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter dated December 18, 2014 has inter alia given the following comment(s) on the draft scheme of arrangement:

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- *Additional information with respect to Pre-scheme and post-scheme Shareholding Pattern, RBI approvals submitted by the company vide its letter dated November 25, 2014 and Revised audited financials are displayed from the date of receipt of this letter on the website of the company along with various documents submitted pursuant to the said Circulars.*
- *Company shall duly comply with various provisions of the Circulars.”*

Accordingly, based on aforesaid comments offered by SEBI, the company is hereby advised :

- to provide additional information (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- to ensure that additional information (as stated aforesaid) along with various documents are disseminated on their (company) website.
- to duly comply with various provisions of the circulars.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.

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The Exchange reserves its right to withdraw its observation at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,



Nitin Pujari
Manager



Lalit Phatak
Asst. Manager