

DCS/AMAL-Part B/PS/24(f)/041/2015-16

October 12, 2015

The Company Secretary

**FDC Limited**

B-8, MIDC Industrial Area,  
Dist Aurangabad, Waluj,  
Maharashtra - 431136

Dear Sir,

**Sub: Scheme of Arrangement involving amalgamation of Soven Trading & Investment Company Private Limited, Sudipta Trading & Investment Company Private Limited, Transgene Trading & Investment Company Private Limited and Anand Synthochem Limited with FDC Limited.**

We refer to Hon'ble High Court of Bombay pertaining to Scheme of Arrangement filed by the Company in compliance of with Part B, Annexure I of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.

SEBI vide its letter dated October 12, 2015 has given the comments on the approved scheme of Arrangement as per Annexure I (copy attached).

The comments communicated in the above SEBI letter refer to inter alia:

a) "Documents submitted by the company have been noted."

b) "Stock Exchanges are advised to ensure compliance with the said circulars."

c) "Please note that the submission of documents/information in accordance with the circular, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted."

You are requested to take note of the same.

Yours faithfully,



Nitin Pujari  
Manager



Pooja Sanghvi  
Asst. Manager



Assistant General Manager  
Corporation Finance Department  
Division of Issues and Listing-I  
Phone: +91 22 26449249 / +91 22 40459249  
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भारतीय प्रतिभूति  
और विनिमय बोर्ड  
Securities and Exchange  
Board of India

CFD/DIL-1/BNS/SD/28748/2015  
October 12, 2015

Shri Khushro Bulsara  
General Manager,  
Bombay Stock Exchange Ltd.  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400 001.

Sir,

**Sub: Comments on Final Scheme of Arrangement involving amalgamation of Soven Trading & Investment Company Private Limited, Sudipta Trading & Investment Company Private Limited, Transgene Trading & Investment Company Private Limited and Anand Synthochem Limited with FDC Limited**

1. This has reference to your letter No. LIST/LO/SEBI/PS/042/2015-16 dated September 24, 2015 whereby you have forwarded the documents pertaining to final Scheme of Arrangement involving amalgamation of Soven Trading & Investment Company Private Limited, Sudipta Trading & Investment Company Private Limited, Transgene Trading & Investment Company Private Limited and Anand Synthochem Limited with FDC Limited filed in compliance with Part B, Annexure I of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.
2. Documents submitted in this regard have been noted.
3. Stock exchanges are advised to ensure compliance with the said Circulars.
4. Please note that the submission of documents/information in accordance with the Circular, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Yours faithfully,

  
Sanjay Dhakite

CC: Shri. Kamlesh Patel,  
Manager,  
National Stock Exchange Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E)  
Mumbai - 400051

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