

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company's philosophy of Corporate Governance is to carry out its activities and operations in a true and fair manner to achieve transparency, accountability and business prosperity. The Company's Code of Conduct, its Risk Management Policy and its well-structured internal control systems, which are subjected to regular assessment of its effectiveness, reinforces accountability and integrity of reporting and ensures fairness in dealing with the Company's stakeholders and enhancing the Shareholder's value.

2. BOARD OF DIRECTORS

(A). Composition and category of Directors

The Board of Directors of the Company is headed by a Non-Executive Independent Chairman and consist of the following Directors as on March 31, 2019, as indicated below:

Name of the Director	Category
Mr. Mohan A. Chandavarkar (DIN : 00043344)	Promoters and Executive Directors
Mr. Nandan M. Chandavarkar (DIN : 00043511)	
Mr. Ashok A. Chandavarkar (DIN : 00042719)	
Mr. Ameya A. Chandavarkar (DIN : 00043238)	
Ms. Nomita R. Chandavarkar (DIN : 00042332)	
Dr. Satish S. Ugrankar (DIN : 00043783)	Non-Executive Independent Directors
Dr. Rahim H. Muljiani (DIN : 00043975)	
CA. Vinod G. Yennemadi (DIN : 00137039)	
CA. Swati S. Mayekar (DIN : 00245261)	
CA. Uday Kumar Gurkar (DIN : 01749610)	

* Pursuant to amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Dr. Satish S. Ugrankar, Dr. Rahim H. Muljiani, and CA. Vinod G. Yennemadi ceased to be Non-Executive Independent Director with effect from April 01, 2019.

Mr. Melarkode Ganesan Parameswaran (DIN : 00792123), Dr. Mahesh Bijlani (DIN : 08447258) & Ms. Usha Athreya Chandrasekhar (DIN : 06517876) were appointed as an Additional Non-executive Independent Directors with effect from May 10, 2019.

Also, In accordance with amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mohan A. Chandavarkar ceased to be Chairman of the Board and CA. Uday Kumar Gurkar was appointed as Chairman of the Board with effect from April 01, 2019.

(B). Board Meetings held during the financial year ended March 31, 2019

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
May 25, 2018	10	10
August 01, 2018	10	10
November 14, 2018	10	9
February 08, 2019	10	9

The gap between any 2 (Two) meetings did not exceed 120 (One Hundred Twenty) days.

(C). Attendance of Directors at the Board Meetings and at the last Annual General Meeting(AGM) of the Company

Name of the Director	Attendance at the Board Meetings held on				Attendance at the last AGM held on September 07, 2018
	May 25, 2018	August 01, 2018	November 14, 2018	February 08, 2019	
Mr. Mohan A. Chandavarkar	Present	Present	Present	Present	Present
Mr. Nandan M.Chandavarkar	Present	Present	Present	Present	Present
Mr. Ashok A. Chandavarkar	Present	Present	Present	Present	Present
Mr. Ameya A. Chandavarkar	Present	Present	Present	Present	Present
Ms. Nomita R. Chandavarkar	Present	Present	Present	Present	Present
Dr. Satish S. Ugrankar	Present	Present	Present	Absent	Present
Dr. Rahim H. Muljiani	Present	Present	Present	Present	Present
CA. Vinod G. Yennemadi	Present	Present	Present	Present	Present
CA. Swati S. Mayekar	Present	Present	Present	Present	Present
CA. Uday Kumar Gurkar	Present	Present	Absent	Present	Present

(D). Membership / Chairmanship of Directors in other boards and committees thereof

Name of the Director	*Number of Directorship(s) held in other Indian public limited companies	Name of the Other Companies where He / She is a Director	**Other Committees position	
			Member	Chairman
Mr. Mohan A. Chandavarkar	-		-	-
Mr. Nandan M. Chandavarkar	-		-	-
Mr. Ashok A. Chandavarkar	-		-	-
Mr. Ameya A. Chandavarkar	-		-	-
Ms. Nomita R. Chandavarkar	-		-	-
Dr. Satish S. Ugrankar #	1	Emkay Global Financial Services Ltd.	1	-
Dr. Rahim H. Muljiani	-		-	-
CA. Vinod G. Yennemadi	-		-	-
CA. Swati S. Mayekar #	1	Uniphos Enterprises Limited	2	-
CA. Uday Kumar Gurkar	-		-	-

*excludes Directorships held in Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

**committees considered are Audit Committee and Stakeholders' Relationship Committee.

Dr. Satish Ugrankar is a member of Audit Committee in Emkay Global Financial Services Ltd. and CA. Swati Mayekar is member of Audit Committee and Stakeholder Relationship Committee in Uniphos Enterprises Limited.

(E). Separate meeting of Independent Directors

During the year, a separate meeting of the Independent Directors of the Company, without the attendance of Non-Independent Directors and members of the management, was held on February 08, 2019.

The Independent Directors reviewed and assessed the performance of the Non-Independent Directors, including the Managing Director. They concluded that

the Board as a whole, and the flow of information between the Company's Management and the Board in terms of quality, quantity and timeliness, is satisfactory.

Dr. Satish S. Ugrankar was absent for the said meeting, rest all the Independent Directors attended the said meeting.

(F). Details of shareholding of Non-Executive Directors in the Company

Name of the Director	Number of shares
Dr. Satish S. Ugrankar	3,32,106
Dr. Rahim H. Muljiani	4,000
CA. Vinod G. Yennemadi	8,794
CA. Swati S. Mayekar	-
CA. Uday Kumar Gurkar	-

Dr. Satish S. Ugrankar, Dr. Rahim H. Muljiani, and CA. Vinod G. Yennemadi ceased to be Non-Executive Independent Director of the Company with effect from April 01, 2019

(G). Directors appointed/ resigned during the year ended March 31, 2019

During the Financial year 2018 – 2019, there is no change in directorship of the Company.

However Dr. Satish S. Ugrankar, Dr. Rahim H. Muljiani, and CA. Vinod G. Yennemadi ceased to be Non-Executive Independent Director with effect from April 01, 2019 and Mr. Melarkode Ganesan Parameswaran (DIN : 00792123), Dr. Mahesh Bijlani (DIN : 08447258) & Ms. Usha Athreya Chandrasekhar (DIN : 06517876) were appointed as Additional Non-executive Independent Directors with effect from May 10, 2019.

(H). Notes on directors seeking appointment/ re-appointment

The details of directors seeking appointment / re-appointment has been aptly covered in the accompanying Notice of the Annual General Meeting and the same may be treated as a disclosure under SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015.

(I). Code of Conduct

The Company has in place, a Policy on the Code of Conduct which is applicable to the Members of the Board and Senior Management Personnel of the Company.

The said Policy lays down the standard of conduct which is expected to be followed by the Directors and the Senior Management Personnel in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with the Stakeholders. It also lays down the duties of Independent Directors towards the Company. The Directors and the Senior Management Personnel of the Company are expected to abide by this Code as well as other applicable Company policies or guidelines.

The Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them, during the year ended March 31, 2019. A Certificate duly signed by the Managing Director, on the compliance with the Code of Conduct is provided as **Annexure A** to this report.

The said Policy is available on the website of the company i.e. http://www.fdcindia.com/admin/images/Code_of_Conduct_of_FDC_Limited.pdf

(J). Prevention of Insider Trading

The Company has in place a Policy on the Code of Conduct which is duly amended from time to time. for Prevention of Insider Trading with a view to regulate the trading in securities by the Promoters, Directors and the Designated Employees of the Company.

The said Policy requires pre-clearance of transactions by the Company, for dealing in the shares of the Company and prohibits the purchase or sale of shares by the Promoters, Directors and the Designated Employees, while in possession of unpublished price sensitive information of and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the said Code of Conduct. The Promoters, Directors and the Designated Employees have affirmed compliance with the Company's Code of Conduct for Prevention of Insider Trading.

The said Policy is available on the website of the company i.e. http://www.fdcindia.com/admin/images/CODE_OF_CONDUCT_FOR_PREVENTION_OF_INSIDER_TRADING.pdf

(K). Board Training and Induction/ Familiarisation Programmes of Independent Directors

At the time of their appointment, a formal letter of appointment is issued to Directors, which inter alia explains the role, duties and responsibilities expected to them as Director of the Company.

The Managing Director gives a brief insight on the operations of the Company, its various divisions,

governance and internal control processes and other relevant information pertaining to the Company's business. Further, the Company Secretary also explains in detail the various compliances required by the Director under the Code of Conduct of the Company, Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant Act, Rules and Regulations.

The Company has a familiarization programme for Independent Directors with regard to their roles, responsibilities, the business model of the Company etc. The familiarization programme alongwith details of the same imparted to the Independent Directors during the year are available on the website of the Company, i.e. http://www.fdcindia.com/admin/images/Familiarisation_Programme_2018-19.pdf

The above initiative facilitates the Director in performing his duties diligently and trains him to fulfill his duties as a Director of the Company effectively.

(L). Inter-se relationship amongst the Directors

Mr. Mohan A. Chandavarkar, Managing Director, Mr. Nandan M.Chandavarkar, Joint Managing Director, Mr. Ashok A. Chandavarkar, Mr. Ameya A. Chandavarkar and Ms. Nomita R. Chandavarkar, Wholetime Directors are related to each other.

None of the Non-Executive Directors have relationship inter-se, with any of the Directors of the Company.

(M). Board Agenda

Meetings are governed by a structured Agenda. The Board Members, in consultation with the Chairman, may take up any matter for consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

Apart from the items that are required to be placed before the Board for its approval, the information as enumerated in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are also placed before the Board for its consideration and approval.

(N). Performance Evaluation of the Board

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance, evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees, based on the evaluation parameters formulated by the Nomination and Remuneration Committee. The performance evaluation of the Independent Directors and the Committees was carried out by the entire Board. The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors, who also reviewed the flow of information between the Company's Management and the Board in terms of quality, quantity and timeliness. The Directors

expressed their satisfaction with respect to the performance.

(O). Matrix Specifying Board Competence

The Table below shows competencies which are taken into Consideration required in context of Business for its effective functions. Competence of Board includes experience, expertise, knowledge, skills, of Board of Directors.

Competency	Definition
Leadership	Includes Vast Leadership Experience, Practical understanding of organization, Key role in strategic planning and risk management.
Financial Analysis	Ability to comprehend, interpret and guide on Financial statements, Audit committee presentations and other Business Matters.
Business Strategy	Ability to understand, review and guide Strategy by analyzing the Company's competitive position and benchmarking taking into account market and industry trends.
Technical & Production	Includes periodical review of manufacturing of Pharmaceuticals products, Active involvement in Research and Development activities, Knowledge of supply chain activities etc.
Sales & Marketing	Experience in developing strategies to improve sales and Market share. Build brand and enhance enterprise reputation.
Technology	Means Significant background in technology, Active participation in evaluation of technological trends, generate disruptive innovation and helps in creating dynamic business model.
Global Business	Includes Driving business success in markets around the world with an understanding of diverse business environment.

Comprehensive chart stating core skills / expertise / competencies identified by the Board of Directors in the context of its business and sector available with the Board are as follows:

Sr. No.	Name	Qualification	Area of Expertise
1	Mr. Mohan A. Chandavarkar	Bachelor of Science (Hons.)	Financial Analysis, Leadership, Business Strategy, Technical & Production, Sales & Marketing.
2	Mr. Nandan M. Chandavarkar	Bachelor of Pharmacy	Financial Analysis, Business Strategy, Technical & Production, Sales & Marketing.
3	Mr. Ashok A. Chandavarkar	Bachelor of Engineering (Mechanical)	Financial Analysis, Business Strategy, Technical & Production

4	Mr. Ameya A. Chandavarkar	Bachelor of Science in Information Systems, Marketing Management from Lakeland, USA and MBA from France and Singapore	Financial Analysis, Business Strategy, Technical & Production, Information Technology and Global Business
5	Ms. Nomita R. Chandavarkar	B.com	Financial Analysis and Business Strategy
6	Dr. Satish S. Ugrankar	M.B.B.S, M.S(Orth), D'ORTH., F.C.P.S.	Business Strategy, (Pharmaceuticals) Sales & Marketing
7	Dr. Rahim H. Muljiani	M.B.B.S. (D.O.M.S) (F.I.C.S.)	Business Strategy (Pharmaceuticals) Sales & Marketing
8	CA. Vinod G. Yennemadi	Fellow Member of the Institute of Chartered Accountants in England and Wales and also an Associate Member of Institute of Chartered Accountants in India	Financial Analysis, and Business Strategy
9	CA. Swati S. Mayekar	Fellow Member of Institute of Chartered Accountants in India and an Associate Member of the Institute of Company Secretaries of India	Financial Analysis, Corporate Law
10	CA. Uday Kumar Gurkar	Fellow Member of Institute of Chartered Accountants in India and an Associate Member of the Institute of Company Secretaries of India	Financial Analysis, Business Strategy,

However Dr. Satish S. Ugrankar, Dr. Rahim H. Muljiani, and CA. Vinod G. Yennemadi ceased to be Non-Executive Independent Director with effect from April 01, 2019 and Mr. Melarkode Ganesan Parameswaran (DIN : 00792123), Dr. Mahesh Bijlani (DIN : 08447258) & Ms. Usha Athreya Chandrasekhar (DIN : 06517876) were appointed as Additional Non-executive Independent Directors with effect from May 10, 2019.

3. COMMITTEES OF THE BOARD

(A). AUDIT COMMITTEE

(i). Brief description of terms of reference

The powers, role and terms of reference of this Committee cover the matters specified in Section 177 of

the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee, comprising of financially literate members, is responsible for the effective supervision of the financial operations and ensuring that financial, accounting activities and operating controls are exercised as per the laid down policies and procedures.

Some of the important functions performed by the Committee are as follows:

Financial reporting and other related processes

- Oversight of the Company's financial reporting process and the financial information submitted to Stock Exchanges, Regulatory Authorities or to the Public.
- Reviewing with the Management the Quarterly Unaudited Financial Statements and the Auditors' Limited Review Report thereon, Audited Annual Financial Statements and Auditors' Report thereon, before submission to the Board for approval.
- Review the Management Discussion & Analysis of financial and operational performance.
- Review the investments made by the Company.
- Discuss with the Statutory Auditors its opinion about the quality and appropriateness of the Company's accounting policies with reference to the Generally Accepted Accounting Principles in India (INDAS).

Internal Financial Controls and Governance Processes

- Review the adequacy and effectiveness of the Company's system and internal controls.
- Review and discuss with the Management, the Company's major financial risk exposures and the steps taken by the Management to monitor and control such exposure.
- To oversee and review the functioning of a vigil mechanism.

Audit & Other duties

- Review the scope of the Annual audit plan and the Internal audit with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Cost Auditors.
- Recommend to the Board the remuneration of the Statutory Auditors and Cost Auditors.
- Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Act and the payment of such services.
- Reviewing the annual Cost Audit Report submitted by the Cost Auditor.

- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length basis and to review and approve such transactions subject to the approval of the Board.

(ii). Composition of the Committee

The Committee comprises of 4 (Four) Non-Executive Independent Directors and 1 (One) Executive Director. The Company Secretary acts as the Secretary to the Committee. The CFO is the permanent invitee to the Committee meeting. The Internal Auditor and the concerned partners/ authorised representatives of Statutory Auditors are regular invitees of the Committee meetings.

CA. Swati S. Mayekar is the Chairperson of the Committee. Dr. Rahim H. Muljiani, CA Vinod G. Yennemadi, CA. Uday Kumar Gurkar and Mr. Mohan A. Chandavarkar are the other members of the committee.

CA. Swati S. Mayekar, CA Vinod G. Yennemadi and CA. Uday Kumar Gurkar are Chartered Accountants by profession and have considerable accounting and financial management expertise. Dr. Rahim H. Muljiani, and Mr. Mohan A. Chandavarkar is financially literate.

However with effect from May 10, 2019 Composition of Audit Committee has been changed, After Re-constitution, Dr. Rahim Muljiani and CA. Vinod Yennemadi ceased to be member of Audit Committee.

(iii). Committee meetings held during the year

Dates on which the Committee Meetings were held	Total Strength of the Committee	No. of Directors Present
May 25, 2018	5	5
August 01, 2018	5	5
November 14, 2018	5	4
February 08, 2019	5	5

(iv). Attendance of Directors at the Committee meetings

Name of the Director	Attendance at the Committee Meetings held on			
	May 25, 2018	August 01, 2018	November 14, 2018	February 08, 2019
CA. Swati S. Mayekar	Present	Present	Present	Present
Dr. Rahim H. Muljiani*	Present	Present	Present	Present
CA. Vinod G. Yennemadi*	Present	Present	Present	Present
Mr. Mohan A. Chandavarkar	Present	Present	Present	Present
CA. Uday Kumar Gurkar	Present	Present	Absent	Present

* Dr. Rahim H. Muljiani and CA. Vinod G. Yennemadi ceased to be member of Committee with effect from April 01, 2019

(B). NOMINATION AND REMUNERATION COMMITTEE

(i). Brief description of terms of reference

The powers, role and terms of reference of this Committee cover the matters specified in Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Some of the functions of the Committee are as follows:

- Identifying and selection of candidates for appointment as Directors/ Independent Directors based on certain laid down criteria.
- Identifying potential individuals for appointment as Key Managerial Personnel.
- Formulate and review from time to time, the Policy for selection and appointment of Directors, Key Managerial Personnel and Members of the Executive Committee and their remuneration.
- Reviewing the performance of the Board of Directors, Key Managerial Personnel and Members of the Executive Directors based on certain criteria as approved by the Board. While reviewing the overall remuneration of the Board, the Committee ensures that the remuneration is reasonable and adequate enough to retain the best managerial talent and meets appropriate performance benchmarks set out by the Company.

The Committee identifies and recommends the appointment of persons as Directors/ Independent Directors based on certain criteria laid down in the Nomination and Remuneration Policy, as determined and formulated by the Board. The Committee also reviews the appointments and remuneration, including the commission based on the net profits of the Company for the Chairman and Managing Director and other Executive Directors.

(ii). Composition of the Committee

The Committee comprises of 4 (Four) Non-Executive Independent Directors. The said committee functions under the chairmanship of CA Vinod G. Yennemadi and Dr. Rahim H. Muljiani, Dr. Satish S. Ugrankar and CA. Swati S. Mayekar are the other members of the Committee. The Company Secretary acts as the Secretary to the Committee.

However the Company has Re-Constituted the Committee with effect from May 10, 2019, due to resignation of CA Vinod G. Yennemadi, Dr. Rahim H. Muljiani and Dr. Satish S. Ugrankar. As per new constitution CA. Swati Mayekar holds Chairmanship of the Committee and Mr. Melarkode Ganesan Parameswaran, Dr. Mahesh Bijlani, CA. Uday Kumar Gurkar & Ms. Usha Athreya Chandrasekhar were appointed as members of Committee.

(iii). Committee meeting held during the year

Dates on which the Committee Meetings were held	Total Strength of the Committee	No. of Directors Present
May 25, 2018	4	4
February 08, 2019	4	3

(iv). Attendance of Directors at the Committee meetings

Name of the Director	Attendance at the Committee Meetings held during the year
CA. Vinod G. Yennemadi*	2
Dr. Rahim H. Muljiani*	2
Dr. Satish S. Ugrankar*	1
CA. Swati S. Mayekar	2

*Dr. Satish S. Ugrankar, Dr. Rahim H. Muljiani, and CA. Vinod G. Yennemadi ceased to be members of Committee with effect from April 01, 2019

(v). Performance evaluation criteria for Independent directors

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation; the Directors who are subject to evaluation had not participated. Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and conditions of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the detailed statements / questionnaire circulated with the agenda, the Independent Directors in their separate meeting held on February 08 ,2019 had reviewed the performance of Non-Independent Directors, except the director being evaluated.

(C). REMUNERATION OF DIRECTORS

(i). There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company, which has a potential conflict with the interests of the Company at large.

(ii). The Remuneration Policy for the Board of Directors and Senior Management Personnel, as recommended by the Nomination and Remuneration Committee and is approved by the Board. The remuneration paid to the Non-Executive Directors comprises of sitting fees and commission. The sitting fees paid to the Non-Executive Directors in respect of the meetings of the Board and the Audit Committee attended by them is within the maximum limit set out under the Companies Act, 2013. The Commission paid to the Directors is in accordance with the overall ceiling imposed by the Companies Act, 2013 and applicable statutes, if any. The remuneration paid to the Senior Management Personnel is in accordance with the industry norms and practices. The Nomination and Remuneration Policy is also uploaded on the Website of the Company i.e. http://www.fdcindia.com/admin/images/Nomination_&_Remuneration_Policy.pdf

(iii). Details of remuneration paid to Wholetime Directors for the year under review:

Name of the Director	Salaries (Rs.)	Perquisites (Rs.)	Benefits (Rs.)	Commission (Rs.)	Super annuation	Total (Rs.)
Mr. Mohan A. Chandavarkar	89,94,000	1,70,419	6,19,200	1,13,37,247	7,74,000	2,18,94,866
Mr. Ashok A. Chandavarkar	48,55,320	1,97,027	3,34,524	90,69,797	4,18,155	1,48,74,823
Mr. Nandan M. Chandavarkar	69,30,000	3,02,032	5,18,400	90,69,797	6,48,000	1,74,68,229
Mr. Ameya A. Chandavarkar	43,50,000	2,32,545	3,24,900	68,02,348	4,06,125	1,21,15,918
Ms. Nomita R. Chandavarkar	23,06,000	0	1,71,600	34,01,174	0	58,78,774

The remuneration of the Whole time Directors is paid in terms of Schedule V of the Companies Act, 2013 and is duly approved by the Shareholders.

(iv). Details of service contracts, notice period and severance fees of the Executive Directors:

The appointment of Executive Directors is by virtue of their employment with the Company as management employees and therefore, their terms of employment are governed by the applicable policies at the relevant point in time.

The Details of service contracts of the Executive Directors are as follows:

Name of the Director	Date of contract	Term of Contract
Mr. Mohan A. Chandavarkar	April 01, 2019	Re – Appointed in the Board meeting held on February 08, 2019, For a period of 5 years commencing from April 01, 2019
Mr. Ashok A. Chandavarkar	February 29, 2016	For a period of 5 years commencing from February 29, 2016
Mr. Nandan M. Chandavarkar	March 01, 2019	For a period of 5 years commencing from March 01, 2019
Mr. Ameya A. Chandavarkar	November 01, 2014	For a period of 5 years commencing from November 01, 2014
Ms. Nomita R. Chandavarkar	June 02, 2014	For a period of 5 years commencing from June 02, 2014

Services of the Executive Directors may be terminated by either party, giving the other party 90 (Ninety) days notice or the Company paying 90 (Ninety) days salary in lieu thereof. There is no separate provision for payment of severance fees.

(v). Details of remuneration payable to Non-Executive Directors for the year under review:

Name of the Director	Commission (Rs.)	Board Meeting Sitting fees(Rs.)	Audit Committee Meeting fees (Rs.)	Total (Rs.)
Dr. Satish S. Ugrankar*	2,00,000	45,000	-	2,45,000
Dr. Rahim H. Muljiani*	2,00,000	60,000	80,000	3,40,000
CA Vinod G. Yennemadi *	2,00,000	60,000	80,000	3,40,000
CA. Swati S. Mayekar	2,00,000	60,000	80,000	3,40,000
CA. Uday Kumar Gurkar	2,00,000	45,000	60,000	3,05,000
Total	10,00,000	2,70,000	3,00,000	15,70,000

*Dr. Satish S. Ugrankar, Dr. Rahim H. Muljiani, and CA. Vinod G. Yennemadi ceased to be member of Committee with effect from April 01, 2019.

(vi). Stock Option Scheme

The Company does not have any stock option scheme.

(D). STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee oversees, inter-alia, redressal of shareholder and investor grievances.

i. Composition of the Committee

The Committee comprises of 1 (One) Non-Executive Independent Director and 2 (Two) Executive Directors. The Committee functions under the Chairmanship of Dr. Rahim H. Muljiani, a Non-Executive and Independent Director, Mr. Mohan A. Chandavarkar and Mr. Ashok A. Chandavarkar, Executive Directors are the other members of the committee. The Company Secretary acts as the Secretary to the Committee.

However with effect from April 01, 2019 subsequent to resignation of Dr. Rahim Muljiani from the Board, he ceased to be member of Stakeholder Relationship Committee. The Board has appointed Ms. Usha Athreya Chandrasekhar, Non-Executive Independent Director, as a Chairperson of Committee with effect from May 10, 2019.

ii. Name and designation of the Compliance Officer

Ms. Varsharani Katre is the Company Secretary and the Compliance Officer of the Company.

iii. Committee meetings held during the year

Dates on which the Committee Meetings were held	Total Strength of the Committee	No. of Directors Present
April 13, 2018	3	3
July 13, 2018	3	3
October 11, 2018	3	3
January 14, 2019	3	3

(iv). Attendance of Directors at the Committee meetings

Name of the Director	Attendance at the Committee Meetings held during the year
Dr. Rahim H. Muljiani *	4
Mr. Mohan A. Chandavarkar	4
Mr. Ashok A. Chandavarkar	4

* Dr. Rahim Muljiani ceased to be member of Stakeholder Relationship Committee. The Board has appointed Ms. Usha Athreya Chandrasekhar as a Chairperson of Committee with effect from May 10, 2019.

i. Number of complaints received and resolved

During the year under review, the Company had received 12 (Twelve) complaints from the shareholders. There were no shareholder grievances that remained unattended/ pending for more than 30 (Thirty) days. The

complaints were resolved to the satisfaction of the shareholders and there were no grievances/ complaints pending as on March 31, 2019.

The Committee specifically looks into redressing of shareholders/investor complaints in matters such as non- receipt of declared dividend, non – receipt of annual report, etc.

There were no applications for share transfers pending as on March 31, 2019. In order to expedite the process of transfers of shares, the Board has delegated the power to approve share transfers to the Share Transfer Committee set up by the Board of Directors.

(E). CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Committee oversees Corporate Social Responsibility (CSR) activities to be undertaken by the Company under the Companies Act, 2013, monitoring the CSR Policy of the Company, other business related matters referred by the Board or the Chairman, as and when deemed necessary, for the consideration and recommendation of the Committee.

(i). Brief description of terms of reference

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprise of reviewing the CSR Policy and provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

(ii). Composition of the Committee

The Committee comprises of total 4 members includes 3 (Three) Executive Directors and 1 (One) Non-Executive Independent Director. The said committee functions under the Chairmanship of Mr. Mohan A. Chandavarkar, Mr. Ashok A. Chandavarkar, CA. Vinod G. Yennemadi and Ms. Nomita R. Chandavarkar are the other members of the committee. The Company Secretary acts as a Secretary to the Committee.

CA. Vinod G. Yennemadi ceased to be member of Committee with effect from April 01, 2019. CA. Uday Kumar Gurkar was appointed as member of Nomination and Remuneration Committee on May 10, 2019.

(iii). Committee meetings held during the year

Dates on which the Committee Meetings were held	Total Strength of the Committee	No. of Directors Present
May 25, 2018	4	4
November 14, 2018	4	4
February 08, 2019	4	4

(iv). Attendance of Directors at the Committee meetings

Name of the Director	Attendance at the Committee Meetings held on		
	May 25, 2018	November 14, 2018	February 08, 2019
Mr. Mohan A. Chandavarkar	Present	Present	Present
Mr. Ashok A. Chandavarkar	Present	Present	Present
CA. Vinod G. Yennemadi*	Present	Present	Present
Ms. Nomita R. Chandavarkar	Present	Present	Present

* CA. Vinod G. Yennemadi ceased to be member of Committee with effect from April 01, 2019.

(F). RISK MANAGEMENT COMMITTEE

The functions of the Committee comprises of overseeing the Risk Management Policy of the Company, reviewing the various risks and defining the framework for identifying, assessing and monitoring the risk.

(i). Composition of the Committee

The Committee comprises of CA. Swati S. Mayekar, Independent and Non-Executive Director and Chairperson, Mr. Ameya A. Chandavarkar, Executive Director and Mr. Dilip V. Karnik, President- Technical & Operations. The Company Secretary acts as a Secretary to the Committee.

(ii). Committee meetings held during the year

There was no meeting of Risk management Committee held during the Financial Year 2018-2019.

4. CEO/ CFO CERTIFICATION

Mr. Mohan A. Chandavarkar, Managing Director & Mr. Sanjay B. Jain, Chief Financial Officer, has issued necessary certification to the Board in terms of Part B of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was taken on record by the Board at its meeting held on May 24, 2019. A copy of this certificate is provided as **Annexure B** to this report.

5. GENERAL BODY MEETINGS

(A). Location and time of the last three Annual General Meetings held:

Financial year	Location	Date	Time	No. of special resolutions passed
2015-16	WelcomHotel Rama International R-3, Chikalthana Aurangabad - 431 210 Maharashtra	September 17, 2016	10.00 a.m.	Yes, 1 (One) resolution was passed.
2016-17	WelcomHotel Rama International R-3, Chikalthana Aurangabad - 431 210 Maharashtra	August 19, 2017	10.00 a.m.	Yes, 2 (Two) resolutions were passed.
2017-18	WelcomHotel Rama International R-3, Chikalthana Aurangabad - 431 210 Maharashtra	September 07, 2018	10.00 a.m.	Yes, 1 (One) resolution was passed.

(B). None of the businesses proposed to be transacted in the ensuing Annual General Meeting requires to be passed as a special resolution through Postal Ballot.

6. MEANS OF COMMUNICATION

The Company publishes its Annual, Half yearly and Quarterly financial results in the following newspapers:

- (i). Business Standard (English) (All Editions)(National)
- (ii). Sakal (Marathi) (All Editions)

The financial results are also displayed on the Company's website, i.e. www.fdcindia.com. The Company also informs by way of intimation to BSE Limited and National Stock Exchange Limited all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.

A separate dedicated section under 'Investors Information' on the Company's website gives information on unclaimed dividends, quarterly compliance reports/communications with the Stock Exchanges and other relevant information of interest to the investors / public.

7. GENERAL SHAREHOLDER INFORMATION

(A). Annual General Meeting

Date : September 27, 2019

Time : 10.00 a.m.

Venue : WelcomHotel,
Rama International,
R-3, Chikalthana,
Aurangabad - 431210,
Maharashtra.

(B). Financial Year

The Company's financial year begins on April 01 and ends on March 31, every year.

(C). Financial Calendar (tentative)

Particulars	Date
Unaudited results of the first quarter ending June 30, 2019	August 03, 2019
Unaudited results of the second quarter and half year ending September 30, 2019	November 08, 2019
Unaudited results of the third quarter and nine months ending December 31, 2019	February 07, 2020
Audited results for the year ending March 31, 2020	May 22, 2020

(D). Dividend Payments

Not applicable

(E). Dates of book closure

September 21, 2019 to September 27, 2019 (both days inclusive)

(F). Name and address of Stock Exchanges where the shares of the Company are listed and Stock Code

BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers	Exchange Plaza, Bandra Kurla Complex
Dalal Street, Mumbai-400 001	Bandra (East), Mumbai-400 051
Stock Code: 531599	Stock Code: FDC EQ

The ISIN Number of the Company on both the National Security Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') is INE258B01022.

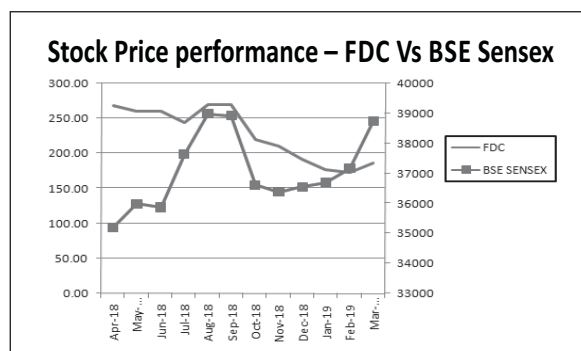
The Company has paid the Annual Listing Fees to both the Stock Exchanges for the Financial Year 2019-2020.

(G). Market Price Data in respect of the Company's shares on BSE Limited and National Stock Exchange of India Limited, monthly high and low during the Financial Year 2018-2019

Month & Year	BSE		NSE	
	High	Low	High	Low
April, 2018	267.50	240.10	269.50	239.10
May, 2018	260.40	227.70	263.75	220.10
June, 2018	260.00	208.95	264.70	210.15
July, 2018	244.50	219.50	246.00	219.00
August, 2018	269.40	232.30	268.00	232.00
September, 2018	268.80	212.00	269.20	210.00
October, 2018	219.95	182.95	218.00	181.10
November, 2018	210.00	184.00	206.00	184.00
December, 2018	192.00	169.50	191.30	170.90
January, 2019	177.10	153.35	177.60	153.75
February, 2019	173.00	148.20	173.85	148.30
March, 2019	187.00	163.55	185.85	161.60

(Source: BSE website/NSE trade statistics)

(H). Share Performance of the Company in comparison to broad based indices of BSE-Sensex



Note: Based on monthly closing price of FDC and monthly closing index point of BSE Sensex.

(I). Registrars and Share Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthra Industrial Premises, Andheri Kurla Road
Safed Pool, Andheri (East), Mumbai – 400 072
Tel.: (022) 2851 5606, 2851 5644,
Fax. : (022) 2851 2885
E-mail ID.: support@sharexindia.com

(J). Share Transfer System

The Share Transfer Committee inter-alia oversees the transfer of shares, transmission of shares, issue of duplicate share certificates, etc. The formalities for transfer of shares in the physical form are completed and the share certificates are dispatched to the Transferee within 15 (Fifteen days) of receipt of transfer documents, provided the documents are complete and the shares under transfer are not under dispute.

The Company also obtains from a Company Secretary in Practice, a half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a copy of the certificate is filed with the Stock Exchanges.

(K). Shareholding Pattern as on March 31, 2019

Sr. No.	Category	No. of Shareholders	No. of Shares	% of Share holding
A.	Promoters & Promoters Group	9	12,04,60,261	69.07
B.	Public			
(I)	Institutional Investors			
	Mutual Funds & UTI	6	83,58,294	4.79
	Foreign Portfolio Investors	59	1,54,52,904	8.86
	Financial Institutions/ Banks	3	16,156	0.01
	Insurance Companies	2	773,138	0.44
(II)	Non Institutional Investors			
	Indian Public	25,735	2,35,12,953	13.48
	NBFCs registered with RBI	2	675	0.00
	IEPF	1	2,48,711	0.14
	Foreign Portfolio Investor	19	3,19,444	0.18
	HUF	749	6,65,636	0.38
	Private Corporate Bodies	356	26,67,503	1.53
	NRI/OCBs	681	18,73,214	1.07
	Clearing Members	48	30,870	0.02
	Trusts	4	23,325	0.01
	GRAND TOTAL	27,674	17,44,03,084	100.00

(L). Distribution of Shareholding as on March 31, 2019

Equity shares of face value of Re.1 each	Shareholders		Equity shares	
	Number	% to Total	Number	% to Total
Upto 5,000	27,166	98.164	1,09,16,465	6.259
5,001 to 10,000	282	1.019	2059097	1.181
10,001 to 20,000	102	0.369	1435567	0.823
20,001 to 30,000	25	0.090	605503	0.347
30,001 to 40,000	9	0.033	320440	0.184
40,001 to 50,000	9	0.033	399054	0.229
50,001 to 1,00,000	20	0.072	1508106	0.865
Above 1,00,001	61	0.220	157158852	90.112
Total	27674	100.00	17,44,03,084	100.00

(M). Dematerialisation of shares and liquidity

The shares of the Company are in the compulsory demat segment and are available in the depository system, both in National Security Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL').

As on March 31, 2019, 17,22,63,220 equity shares aggregating to 98.78% of the total number of fully paid equity shares having face value of Re.1 each are held by the shareholders in the dematerialised form.

(N). Outstanding Global Depository Receipts (GDRs)/ American Depository Receipts (ADRs)/ Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments.

(O). Commodity price risk or foreign exchange risk and hedging activities

During the financial year 2018-2019, the Company has not entered into forward contracts for hedging foreign exchange exposures against exports and imports. The details of foreign exchange exposures are disclosed in Note No. 37 to the Annual Accounts.

(P). Plant locations

As mentioned on the cover page of the Annual Report.

(Q). Address for correspondence

Shareholders holding shares in the physical form should address their correspondence to the Company's Registrar and Share Transfer Agents at the address as given under 7(I) above. Shareholders holding shares in the demat form should address their correspondence to their respective depository participants with whom they have their accounts.

8. The information required under the Management Discussion and Analysis Report has been aptly covered under the Directors' Report.

9. OTHER DISCLOSURES

(A). During the year, the Company has not entered into any transaction of a material nature with any related party as described under the Listing Regulation entered into with the stock exchanges that may have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Note No. 44 to the Annual Accounts. The Policy on dealing with related party transaction has been disclosed on the website of the company i.e. http://www.fdcindia.com/admin/images/Policy_on_Related_Party_Transactions.pdf

(B). The Company is listed on the stock exchanges namely, BSE Limited and National Stock Exchange of India, Limited, Mumbai. During the past 3 (Three) years there have been no instances of non-compliance by the Company with the requirements of the Stock Exchanges, Securities and Exchange Board of India ('SEBI') or any other statutory authority on any matter related to capital markets.

- (C). In compliance with applicable laws and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is committed to adopting procedures to receive and address any concern or complaint regarding questionable accounting or auditing matters, disclosure matters, reporting of fraudulent financial information to the shareholders, or any other company matters involving fraud, employee misconduct, violation of law, theft, dishonesty, inappropriate behavior / conduct, illegality or health and safety and environmental issues which cannot be resolved through normal management channels. The Company has a whistle blower committee in place. The Chairperson of the Audit Committee has an access to the meetings of the Committee.

The Company has in place, a Whistle Blower Policy, which aims at assisting the Directors, Employees, Customers and/or Third party intermediaries and Shareholders to use the procedures set out in this Policy to submit confidential and/or anonymous complaints.

The Whistle Blower Policy is also uploaded on the website of the Company i.e. http://www.fdcindia.com/admin/images/Whistler_Blower_Policy.pdf

- (D). During the year ended March 31, 2019, the Company does not have any material listed/unlisted subsidiary companies as defined in Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy for determining 'material' subsidiaries has been disclosed on the website of the Company i.e. http://www.fdcindia.com/admin/images/Policy_on_Material_Subsiidiaries.pdf
10. The Company is in compliance with all requirements as given in the above Paragraphs (2) to (9) of the Corporate Governance Report as mandated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
11. The Company has complied with all mandatory requirements specified in Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, with regard to Corporate Governance.
12. The status on the compliances with the non-mandatory provisions as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

(A). The Board

As on Year ending March 31, 2019, Mr. Mohan Anand Chandavarkar (Managing Director) was the Chairman of the Board.

However with effect from April 01, 2019, CA. Uday kumar Gurkar (Non – Executive, Independent Director) appointed as Chairman of the Board.

(B). Shareholder Rights

The Company's half yearly results are published in leading English and Marathi daily newspapers in all editions. The results are also posted on the website of the Company i.e. www.fdcindia.com and hence, are not dispatched to the shareholders of the Company.

(C). Modified opinion(s) in audit report

There are no modified opinion(s) contained in the Audit Report.

(D). Separate Posts of Chairman and CEO / Managing Director

As on Year ending March 31, 2019, the Position of Chairman and CEO / Managing Director was not separate, However with effect from April 01, 2019 Mr. Mohan Anand Chandavarkar (Managing Director) ceased to be Chairman of the Board and CA. Uday Kumar Gurkar (Non – Executive Independent Director) was appointed as Chairman of the Board.

(E). Reporting of Internal Auditors

The Internal Auditors of the Company report directly to the Audit Committee.

13. Reconciliation of Share Capital

A Qualified Company Secretary carried out the share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

For and on behalf of the Board

Place : Mumbai
Date : May 24, 2019

MOHANA. CHANDAVARKAR
Managing Director