

**Date: April 22, 2026**

**To,**  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street,**  
**Mumbai - 400 001**  
**Scrip Code: 531599**

**National Stock Exchange of India Ltd.**  
**Exchange Plaza, Plot no. C/1, G Block,**  
**Bandra-Kurla Complex, Bandra (E),**  
**Mumbai - 400 051**  
**Symbol: FDC**

**Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Notice of Postal Ballot**

Dear Sir/Madam,

This is in furtherance to our letter dated April 21, 2026 informing the exchanges about the decision of the Board for seeking Shareholders Approval through Postal Ballot Process in relation to appointment of Mr.Kishore Saletore (DIN: 01705850) as an Independent Director of the Company by passing Ordinary Resolution by way of remote e-voting process.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), please find enclosed herewith the Postal Ballot Notice dated April 21, 2026 along with the Explanatory Statement ("Notice").

The Board of Directors of the Company has appointed Mr. Sanjay Dholakia, (Membership No. 2655 & C.P. No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer in accordance with the provisions of the Act and the Rules for conducting the Postal Ballot process in a fair and transparent manner.

The Notice has been sent through electronic means only to those Members of the Company whose e-mail addresses are registered with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the Registrar and Transfer Agent of the Company/Depositories/ and whose names appear in the Register of Members/List of Beneficial Owners as on Friday, April 17, 2026 ("**Cut-off date**").

The Company has engaged the services of **National Securities Depository Limited** ("NSDL") to provide remote e-voting facility to its Members. The E-voting timeline as under:

<b>Sr. No.</b>	<b>Events</b>	<b>Date</b>
1.	Remote E-voting Period (Start)	Tuesday, April 28, 2026
2.	Remote E-voting Period (End)	Wednesday, May 27, 2026
3.	Date of declaration of the result by the Scrutinizer and Intimation to the Stock Exchanges.	On or before May 29, 2026

**REGISTERED OFFICE**

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The details of business to be transacted are given in attached Notice of Postal Ballot. The results of the remote e-voting will be announced on or before Friday, May 29, 2026.

Further, the notice of Postal Ballot is being made available on the website of the Company i.e. [www.fdcindia.com](http://www.fdcindia.com).

Kindly take the same on record.

Thanking you,

Yours faithfully,  
**For FDC Limited**

**Varsharani Katre**  
**Company Secretary & Legal Head**  
**Membership No:- F-8948**

**Encl.: As above.**



## POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

To,  
The Members,

**NOTICE** is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (**"the Act"**), and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), guidelines prescribed by the Ministry of Corporate affairs (**"MCA"**), Government of India, for conducting Postal Ballot process through remote electronic voting (**"remote e-voting"**) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the following item of Special Business is proposed to be passed by the Members of FDC Limited (**"the Company"**) by means of Postal Ballot only by way of remote e-voting. The instructions regarding Remote e-voting and other relevant information are provided in the notes to this Notice.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, SS-2 and Regulation 36 of the SEBI Listing Regulations pertaining to the said Resolution setting out the material facts concerning the said item(s) and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) for the purpose of providing remote e-voting facility to all its members.

The Board of Directors of the Company have appointed Mr. Sanjay Dholakia, (Membership No. 2655 & C.P. No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretary as the Scrutinizer in accordance with the provisions of the Act and the Rules for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, April 28, 2026 and ends at 5.00 p.m. (IST) on Wednesday, May 27, 2026.

The Scrutinizer shall submit his report to the Chairperson or to a person authorized by the Chairperson upon the completion of the scrutiny of the votes casted through remote e-voting. The result of the Postal Ballot will be announced on or before Friday, May 29, 2026, 05.00 p.m. (IST) at the Registered Office of the Company. The said results along with Scrutinizer's Report shall be intimated to the Stock Exchanges where the Company's shares are listed i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com). The results along with Scrutinizer's Report shall also be hosted on the Company's website at [www.fdcindia.com](http://www.fdcindia.com) and on the e-voting website of NSDL i.e. on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**SPECIAL BUSINESS:**

**Resolution No. 1**

**APPOINTMENT OF MR. KISHORE MUKUND SALETORE (DIN: 01705850) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161(1) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, Regulation 17 read with Regulation 25 (2A) and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modifications or re-enactment thereof for the time being in force), and the relevant provisions of the Articles of Association of the Company, Mr. Kishore Mukund Saletore (DIN: 01705850), who based on the recommendation of Nomination and Committee, was appointed by the Board of Directors, as an Additional Director (Non-Executive Independent Director) effective April 01, 2026, and who is eligible for appointment as an Independent Director and who meets the criteria for independence as provided under Section 149(6) of the Act, the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as Non-Executive Independent Director for a period of 5 (Five) Consecutive Years i.e. from April 01, 2026 to March 31, 2031 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Board of the Directors and the Company Secretary of the Company, be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter, etc.) as may be required for the purpose and file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

**By Order of the Board of Directors of,  
FDC Limited**

Sd/-

**Varsharani Katre  
Company Secretary & Legal Head  
Mem. No. FCS-8948**

Date: April 21, 2026  
Place: Mumbai

**Registered Office:  
FDC Limited,  
(CIN: L24239MH1940PLC003176)**

**Registered Office:**  
FDC House,  
C-11 & 12, Dalia Industrial Estate,  
Oshiwara Village, Off New Link Road,  
Andheri - West, Mumbai – 400053.

**Tel:** 022-69107100

**E-mail:** [investors@fdcindia.com](mailto:investors@fdcindia.com)

**Website:** [www.fdcindia.com](http://www.fdcindia.com)

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards-2 on General Meetings and Regulation 17 (11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (herein after referred as SEBI LODR Regulations) as amended pertaining to the said resolution setting out the material facts concerning the said item thereof is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company / Depositories as at close of business hours on Friday, April 17, 2026 ("**Cut-off date**"), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent (RTA) as on the Cut-off date. Newspaper advertisement regarding dispatch of Postal Ballot Notice shall be published as per statutory requirements.
3. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or its RTA in case the shares are held by them in physical form. Members may follow the instructions given under point no.15 for registering their e-mail addresses.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the SEBI Listing Regulations and in accordance with the MCA Circulars, the Company has engaged National Securities Depository Limited ("NSDL") as the agency for facilitating remote e-voting to enable the Members to cast their votes through remote e-voting. In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-voting.
6. A copy of the Postal Ballot Notice is available on the website of the Company at [www.fdcindia.com](http://www.fdcindia.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of our Remote e-voting agency i.e. NSDL e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. All documents referred to in the Postal Ballot Notice or explanatory statement will be available for inspection by the Members, in accordance with the provisions of the Act, without any fee, from the date of circulation of the Postal Ballot Notice up to the closure of the remote e-voting ("e-voting period"). Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests in advance to [investors@fdcindia.com](mailto:investors@fdcindia.com) from their registered e-mail addresses mentioning their name(s), folio numbers/DP ID and Client ID, between e-voting period i.e. from Friday, April 28, 2026 to Wednesday, May 27, 2026.
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, April 17, 2026. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible to cast their votes and convey their assent or dissent to the proposed resolution by Postal Ballot. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
9. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolution in accordance with the process specified in this Postal Ballot Notice.
10. The e-voting period commences at 9.00 a.m. (IST) on Tuesday, April 28, 2026 and ends at 5.00 p.m. (IST) on Wednesday, May 27, 2026. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on Cut-off date may cast their votes through Remote e-voting facility only. Once the vote on a resolution is cast by the Member, the same shall not be allowed to change subsequently. The Remote e-voting will be disabled by NSDL beyond due date and time i.e. Wednesday, May 27, 2026 at 5.00 p.m. (IST).

11. The Board of Directors of the Company have appointed Mr. Sanjay Dholakia, (Membership No. 2655 / C. P. No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. He has communicated his willingness for such appointment.
12. The Scrutinizer will submit his report to the Chairperson or any other person authorized by the Chairperson after the completion of scrutiny and the result of the voting by Postal Ballot through the Remote e-voting process will be announced by the Chairperson, or such person as authorized by the Chairperson, on or before Friday, May 29, 2026, 05.00 p.m. (IST). The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fdcindia.com](http://www.fdcindia.com) and on the website of NSDL e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared as aforesaid, and the same shall be communicated to BSE Limited & National Stock Exchange of India Limited.
14. The Resolution, if approved by Postal Ballot through Remote e-voting, shall be deemed to have been passed on Wednesday, May 27, 2026, i.e. the last date specified for receipt of votes through the Remote e-voting process.
15. Process for those Members whose e-mail IDs are not registered with the Depository Participant/the Company or its RTA for procuring user id and password and registration of e-mail ids for remote e-voting for the resolution is as follows:

**Registration of email addresses:** Members holding shares in physical mode and who have not updated their email addresses with the Company or its RTA are requested to update their email addresses by sending the form ISR-1 duly filled and signed, to the Company's RTA at MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) , C -101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 mentioning Folio No., Name and address of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) and self- attested copy of any document (e.g. Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/ update their email addresses with relevant depository participants.

16. **The procedure and instructions for e-voting are as follows:**

**The e-voting period begins on Tuesday, 28<sup>th</sup> April, 2026 at 09:00 A.M. IST and ends on Wednesday, 27<sup>th</sup> May, 2026 at 05:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners in the list provided by the Depositories, as on the record date (cut-off date) i.e. Friday, 17<sup>th</sup> April, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 17<sup>th</sup> April, 2026.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@fdcindia.com](mailto:investors@fdcindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@fdcindia.com](mailto:investors@fdcindia.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD- 2 ON GENERAL MEETING AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS ) REGULATION 2015 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE**

As required under Section 102 read with Section 110 of the Act and rules made thereunder, the following is the Explanatory Statement setting out the material facts in relation to the proposed Special Resolution of the accompanying Notice.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed, CA Kishore M. Saletore (DIN: 01705850) as a Non-Executive, Independent Director of the Company with effect from April 01, 2026, subject to the approval of the members of the Company. The said appointment will be for a term of 5 (five) consecutive years up to March 31, 2031 and he shall not be liable to retire by rotation, in terms of all the applicable provisions of the Act.

Mr. Saletore is a seasoned finance executive with over three decades of rich and diverse experience spanning some of the most reputed global and Indian organizations, including the Tata Group, ITC Limited, Hughes Corporation, and Bharat Forge. Over the course of his distinguished career, he has built a strong track record of leading complex financial strategies and driving transformational initiatives across multiple industries and geographies.

He brings deep expertise in structuring and executing high-value mergers and acquisitions, forging strategic joint ventures, and enabling successful international expansions. His ability to identify growth opportunities, conduct rigorous financial analysis, and navigate intricate regulatory landscapes has consistently contributed to long-term value creation for stakeholders.

Mr. Saletore has played a pivotal role in enhancing operational efficiency and strengthening financial performance across sectors such as electric vehicles (EV), real estate, infrastructure, and telecommunications. His strategic insights, coupled with hands-on execution capabilities, have helped organizations optimize capital allocation, streamline operations, and achieve sustainable profitability.

A respected leader, Mr. Saletore has extensive experience in managing and mentoring large, cross-functional, and geographically dispersed teams. He is known for fostering a collaborative work culture and effectively partnering with C-suite executives, board members, investors, and regulatory authorities to drive organizational objectives.

He is deeply committed to upholding the highest standards of corporate governance, ethical business practices, and transparency. His leadership philosophy emphasizes sustainable growth, risk management, and long-term stakeholder value, making him a trusted advisor and a key contributor to organizational success.

The Company has received requisite consent and declarations from Mr. Kishore Saletore including confirmation that he meets the criteria of independence as prescribed under section 149(6) of the act and Regulation 16(1) (b) of SEBI Listing Regulations. He is neither disqualified from being appointed as director in terms Section 164 of the Act nor debarred by virtue of any order of SEBI or any such other authority and has given his consent to act as director.

Further, he confirmed that in compliance with the provisions contained under sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, he has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and this registration is valid.

In the opinion of the Board, Mr. Kishore Saletore possesses appropriate skills, experience and knowledge and fulfils the conditions for appointment as an Non Executive and Independent Director of the Company as specified in the Act and Rules thereunder and the SEBI Listing Regulations. He is independent of the management. The Board considers that the association with Mr. Saletore would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, as annexed herewith as '**Annexure-1**' may also be regarded as disclosure under the provisions of the Act and the SEBI Listing Regulations.

CA Kishore Saletore is interested in the Resolution mentioned above in the Notice with regard to his appointment. His relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution.

Relevant documents forming a part of this Agenda Item is available for inspection during the office hours at the Registered Office of the Company upto the end of remote e-voting period.

The Board recommends the **Ordinary Resolution** as set out in the Notice of Postal Ballot for approval by the Members of the Company.

**By Order of the Board of Directors of  
FDC Limited**

Sd/-

**Varsharani Katre**  
**Company Secretary & Legal Head**  
**Membership no. FCS 8948**

Date: April 21, 2026.

Place: Mumbai

**Registered Office:**

**FDC Limited**

(CIN: L24239MH1940PLC003176)

**Registered Office:**

FDC House,  
C-11 & 12, Dalia Industrial Estate,  
Oshiwara Village, Off New Link Road,  
Andheri - West, Mumbai – 400053.

**Tel:** 022-69107100

**E-mail:** [investors@fdcindia.com](mailto:investors@fdcindia.com)

**Website:** [www.fdcindia.com](http://www.fdcindia.com)

**'Annexure I'**

**Additional Disclosures/Information pursuant to Regulation 36(3) of SEBI Listing Regulations and applicable provisions of SS-2**

<b>Name of the Director</b>	Mr. Kishore Mukund Saletore
<b>Designation</b>	Non-Executive and Independent Director
<b>DIN</b>	01705850
<b>Age</b>	59 Years
<b>Date of appointment</b>	April 01, 2026
<b>Qualifications</b>	PGDM from IIM, Bangalore Associate Chartered Accountant, Institute of Chartered Accountants of India
<b>Experience and nature of expertise in specific functional area</b>	Mr. Saletore is a seasoned finance executive with 30+ years of experience across leading global organizations, including Tata Group, ITC Limited, Hughes Corporation, and Bharat Forge. He has expertise in M&A, joint ventures, and international expansion, with a strong track record of delivering shareholder value and operational excellence across EV, real estate, infrastructure, and telecom sectors.
<b>Relationship with other directors, if any</b>	Mr. Saletore has no relationship with other directors, manager and Key Managerial Personnel of the Company.
<b>Details of Remuneration sought to be paid</b>	Sitting fees to be paid for attending Board/Committee meetings and commission as may be approved by the Nomination & Remuneration Committee and the Board.
<b>Directorships held in other Listed companies as on the date of the Postal Ballot Notice</b>	<ol style="list-style-type: none"><li>1. Triton Valves Limited</li><li>2. Veedol Corporation Limited</li><li>3. Carraro India Limited</li></ol>
<b>Details of Listed entities from which he resigned during the last three years.</b>	<ol style="list-style-type: none"><li>1. Bharat Forge Limited</li></ol>
<b>Memberships/ Chairmanships of committees across all other companies</b>	Chairmanship of 4 Committees and Membership of 4 Committees Membership & Chairmanship of Audit Committee and Stakeholder Relationship Committee considered for the purpose of calculation according to Regulation 26(1) of SEBI (LODR) Regulations.
<b>Number of Equity Shares held in the Company</b>	Nil
<b>Number of Meeting Attended</b>	Not Applicable
<b>Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements/justification for choosing the appointee for appointment as Independent Directors</b>	Please refer to the Explanatory Statement