



FACT

MINUTES OF THE 76th ADJOURNED ANNUAL GENERAL MEETING

Day/Date : Wednesday / 30-12-2020
Time : 11.00 A.M
**Venue : Through Video Conferencing / Other Audio
Visual Means**

P R E S E N T

- A.**
1. 39 shareholders
 2. Shri Ranjeet Kumar, Under Secretary
Department of Fertilizers,
Representing Government of India.
- B.**
1. Shri Kishor Rungta
Chairman and Managing Director.
 2. Shri Anupam Misra
Director (Marketing)
 3. Shri. Rabinarayan Patra,
Independent Director
 4. Shri MD Thomas
Partner, Babu A Kallivayalil & Co
Chartered Accountants – Statutory Auditor
 5. Shri M.C.Sajumon, Practising Company Secretary, Kochi –
Scrutinizer
 6. Shri K. V. Balakrishnan,
Company Secretary & Executive Director (Finance).

I CHAIRMAN OF THE MEETING

Pursuant to Article 59 of the Articles of Association of the Company, Shri Kishor Rungta, Chairman & Managing Director took the Chair.

II OPENING

Company Secretary extended a warm welcome to the members to the 76th Adjourned Annual General Meeting of the Company.

Company Secretary informed that, 76th Annual General Meeting of the Company held on 23.09.2020, after transacting all other business, was adjourned sine die to consider and approve Consolidated Financial Statement of the Company for the year ended 31.03.2020, once the comments of Comptroller & Auditor General of India (C&AG) is received on Consolidated Financial Statement. Subsequently, as advised by the C&AG, the Consolidated Financial Statement of the Company had been revised and the revised Consolidated Financial Statement had already been circulated to the members along with the notice of the adjourned Annual General Meeting. Comments of C&AG along with management reply on Consolidated Financial Statements was also circulated among members.

Company Secretary introduced Chairman & Managing Director and Directors and other dignitaries, who were joined the meeting from various locations.

Company Secretary also declared that the quorum for the meeting as per the Articles of Association of the Company and Section 103 of the Companies Act, 2013 was present and requested the Chairman to call the meeting to order.

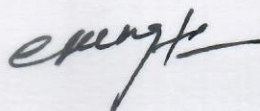
Shri Kishor Rungta, Chairman and Managing Director extended a warm welcome to the members to the 76th Adjourned Annual General Meeting of the Company. He called the meeting to order.

III NOTICE CONVENING THE MEETING

With the consent of Members virtually present, the Notice dated 08-12-2020 for convening the 76th Adjourned Annual General Meeting (AGM) together with the Report of the Auditors, having already been circulated to the Members were taken as read.

IV PRESENTATION OF AUDIT REPORT / AUDITORS OBSERVATIONS / COMMENTS

Company Secretary presented the Auditors Report and the comments of Comptroller and Auditor General of India on the Consolidated Financial Statements of the Company for the year ended 31.03.2020.



V ITEMS OF BUSINESS TRANSACTED AT THE MEETING

ORDINARY BUSINESS

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2020, together with the Report of the Auditors' Report thereon

VI DISCUSSION ON RESOLUTION PROPOSED

Chairman informed that one shareholder has requested to speak at the Adjourned AGM.

Chairman invited Shri Philip Joseph, shareholder for his views on the Consolidated Financial Statements and requested member to raise the queries in brief.

VII REPLIES

The observation of Shri Philip Joseph was not audible, probably due to some technical issue. Chairman requested Shri Philip Joseph to submit his views / observations on the Consolidated Financial Statements to Company Secretary for clarification, if any.

VIII E-Voting at the Adjourned AGM

Chairman requested all member to cast their vote through electronic means, if not exercised during remote e-voting period.

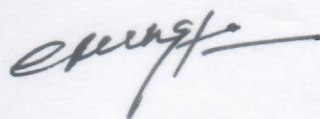
The Chairman announced that the results of the voting would be intimated to the Stock Exchange and would be hosted on the website of the Company and CDSL within a period of forty eight hours of conclusion of the Adjourned AGM.

IX VOTE OF THANKS

Shri Kishor Rungta, C&MD proposed vote of thanks to all dignitaries and members who had attended the meeting.

X CLOSURE

There being no other business, the Chairman declared the Meeting as closed at 11.15 A.M.



RESULTS OF E-VOTING

Results of E-voting on the Ordinary Business at the Adjourned Annual General Meeting of the Company held on Wednesday, the 30th December 2020.

On the basis of the Scrutinizer's Report on remote e-voting and e-voting at the time of Adjourned AGM, the summary of which is mentioned hereunder, the Company announced the results of voting on 30th December 2020, that the resolution had been duly passed.

The summary of the Scrutinizer's report was as follows:

Resolution No.1 – Ordinary Business

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2020, together with the Report of the Auditors' Report thereon

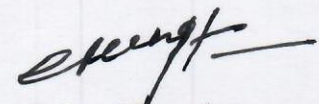
No. of valid votes	No. of votes in favour	No. of votes against	No. of invalid Votes	Result
582370524	582370524 (100%)	Nil	Nil	Ordinary Resolution passed.

The resolution as set out in Item No.1 in the Notice of the 76th Adjourned Annual General Meeting, which had been duly approved by the Members with requisite majority, is recorded here under as a part of the proceedings of 76th Adjourned Annual General Meeting of the Company held on 30-12-2020:

ORDINARY BUSINESS

RESOLVED that the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the reports of the Auditors thereon be and are hereby considered, approved and adopted.

The report of the Scrutinizer is attached and is forming part of the Minutes of the 76th Adjourned Annual General Meeting.



Kishor Rungta
Chairman & Managing Director

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman,
of 76th Adjourned Annual General Meeting of Equity shareholders of The Fertilisers and
Chemicals Travancore Limited, held on Wednesday, the 30th day of December 2020, at 11.00
A.M through Video Conferencing (VC)

Dear Sir,

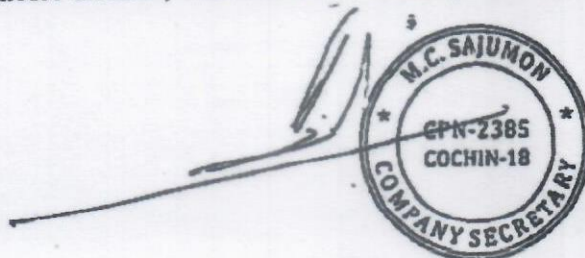
I, MYLADOOR CHERIAN SAJUMON, Practising Company Secretary was appointed as
Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of
the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the
purpose of:

(i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the
Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration)
Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015.

(ii) Voting through electronic voting system at the AGM.

The 76th Annual General Meeting (76th AGM) of the members of The Fertilisers and
Chemicals Travancore Ltd was held on 23rd September 2020. The Audited Consolidated
Financial Statements for the financial year ended 31st March, 2020 could not be considered at
the 76th Annual General Meeting, since the comments of the Comptroller and Auditor General
of India (C&AG) on the Consolidated Financial Statements in terms of the provisions of
Section 143(6) of Companies Act, 2013 was not received. Therefore, after transacting all
other businesses including adoption of audited standalone financial statements and reports
thereon for the financial year ended 31st March, 2020 the members resolved to adjourn the
meeting *sine die* to be convened for adoption of consolidated financial statements and the
report of the Auditors thereon after receipt of the comments of the C&AG on the Consolidated
Financial Statements. Consequent to the advice of C & AG, the Company has revised the
Consolidated Financial Statements for the financial year 2019-20. The Board meeting held on
06th November 2020 had approved the revised Consolidated Financial Statements. This 76th
Adjourned Annual General Meeting of Equity shareholders of The Fertilisers and Chemicals
Travancore Limited, was held on Wednesday, the 30th day of December 2020, at 11.00 A.M

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किशोर रूंगटा / KISHOR RUNGTA
अध्यक्ष एवं प्रबंध निदेशक
Chairman and Managing Director
द फर्टिलाइजर्स एंड केमिकल्स ट्रावन्कोर लिमिटेड
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
उद्योगमंडल / UDYOGAMANDAL-683 501
कोच्ची / KOCHI, केरल / KERALA, भारत / INDIA

through Video Conferencing (VC) to receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020, and Report of the Auditors thereon

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of 76th Adjourned AGM through VC/OAVM and voting by electronic means for the resolution contained in the Notice of the 76th Adjourned Annual General Meeting of the Equity Shareholders dated December 08th 2020. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the 76th Adjourned AGM, based on the report generated from the e-voting system provided by, CDSL the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the 76th Adjourned AGM

I submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Sunday, December 27, 2020 up to 5.00 p.m. Tuesday, December 29, 2020.
2. The Annual Report, the Notice of 76th Adjourned Annual General Meeting and the e-voting instructions slip were sent only by electronic mode (e-mail) to those members whose e-mail addresses were registered with the Company / Depository Participants / Depositories pursuant to MCA Circular No.20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 and SEBI Circular No.SEBI/HO/CFD/CMD 1/CIR/P/2020/79 dated May 12, 2020.
3. The voting rights were reckoned as on Thursday, December 24th, 2020 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. At the end of the voting period on December 29, 2020 at 5.00 P.M., the voting platform of the Service Provider was blocked forthwith.
5. The Chairman, at the end of the discussion on the resolution allowed to vote electronically through e-voting system provided on the CDSL platform to all those members who attended the 76th Adjourned AGM through VC / OAVM but could not cast their votes through remote e-voting facility.
6. After declaration of voting by the Chairman, the shareholders present at the 76th Adjourned AGM through VC, who could not cast their votes through remote e-voting facility, voted through e-voting facility provided by CDSL e-voting System.
7. After the conclusion of the 76th Adjourned Annual General Meeting, the votes cast electronically through the e-voting system provided by the Service Provider and the votes cast through Remote e-voting facility were simultaneously unblocked by me as a Scrutinizer on 30th December 2020 at 11.24 A.M in the presence of Mrs. Febsy Jacob



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किशोर रूंगटा / KISHOR RUNGTA
मानव संसाधन एवं प्रबंध निदेशक
Chairman and Managing Director
उद्योगमंडल एण्ड केमिकल्स ट्रावन्कोर लिमिटेड
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
उद्योगमंडल / UDYOGAMANDAL - 683 501
कोच्ची / KOCHI, केरल / KERALA, भारत / INDIA

and Mr. Jeffin P J who acted as the witnesses, as prescribed in sub rule 4(xii) of the said Rule 20 of the Companies (Management & Administration) Rules, 2014.

Based on the data provided by CDSL e-voting System, the total votes cast in favour or against the resolution proposed in the Notice of the 76th Adjourned AGM to receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020, and Report of the Auditors thereon is as under:

(a) RESOLUTION -1

To receive, consider and adopt the Audited consolidated financial statements of the company for the financial year ended 31st March 2020 and reports of Auditors thereon.

(i) Voted in favor of the resolution:			
Particulars	Remote E-voting	E-voting at the 76 th Adjourned AGM	Total
Number of members voting	33	2	35
Number of votes cast by them	582370512	12	582370524
% of total number of valid votes cast	100%	100%	100%

(ii) Voted against the resolution:			
Particulars	Remote E-voting	E-voting at the 76 th Adjourned AGM	Total
Number of members voting	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of total number of valid votes cast	NA	NA	NA

(iii) In valid Votes-NIL

9. The Resolution mentioned in the Notice of the 76th Adjourned AGM as per details given above stand passed under Remote e-voting and e-voting done by the members of the Company at the 76th Adjourned Annual General Meeting with the requisite majority and hence deemed to have been passed at the 76th Adjourned AGM.




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किशोर रूंगटा / KISHOR RUNGTA
Chairman and Managing Director
फर्टिलाइजर्स एण्ड केमिकल्स त्रावणकोर लिमिटेड
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
उद्योगमंडल / UDYOGAMANDAL-683 501
कोच्ची / KOCHI, केरल / KERALA, भारत / INDIA

10. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the 76th Adjourned AGM) has been handed over to the Company Secretary.

11. I hereby confirm that, I have maintained the electronic voting data downloaded and made available by the Service Provider, in respect of the votes cast through Remote e-voting and e-voting done by the members of the company at the 76th Adjourned Annual General Meeting. All the relevant records relating to remote e-voting and e-voting at the 76th Adjourned AGM will remain in my custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid 76th Adjourned Annual General Meeting.



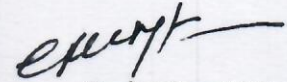
MYLADOOR CHERIAN SAJUMON
COMPANY SECRETARY IN PRACTICE

MN: 9868, CPN: 2385

Place: Kochi

Date: 30.12.2020

UDIN : A009868B001738463



किशोर रूंगटा / KISHOR RUNGTA

अध्यक्ष

Chairman and Managing Director

दि फर्टिलाइजर्स एण्ड केमिकल्स ट्रावणकोर लिमिटेड
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED

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