

**FACT**

प्रगति के पथप्रदर्शक
PIONEERS IN PROGRESS

दि फर्टिलाइज़र्स एण्ड केमिकल्स ट्रावन्कोर लिमिटेड THE FERTILISERS AND CHEMICALS TRAVANCORE LTD.

(भारत सरकार का उद्यम) (A Government of India Enterprise)

पंजीकृत कार्यालय: एलूर, उद्योगमंडल, कोची - 683501, केरल राज्य, भारत

Regd. Office: Eloor, Udyogamandal, Kochi - 683501, Kerala State, India. Website: www.fact.co.in CIN: L24129KL1943GOI000371

CS-CO-6838

23rd September, 2020

The Manager (Listing Department),
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sir,

Sub: Proceedings of 76th Annual General Meeting of the Company held on 23rd September, 2020

We hereby inform you that the following business were transacted at the 76th Annual General meeting of the Company held on 23rd September 2020 at 11.00 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

1. Adoption of Standalone Financial statements of the Company for the financial year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon
2. Fixation of remuneration of Statutory Auditors and Branch Auditors
3. Election of Ms. Alka Tiwari as a Director on the Board of Directors
4. Election of Shri Rabinarayan Patra as an Independent Director of the Company
5. Ratification of Remuneration of Cost Auditors

The meeting was held in compliance with the General Circular nos. 14/2020, 17/2020, 20/2020, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The above items were transacted by e-voting and approved by the Shareholders at the meeting as required by Companies Act, 2013 and Listing Regulations.

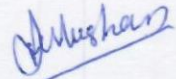
Since the Company has not received the comments of Comptroller and Auditor General of India (C&AG) on the Consolidated Financial Statements for the year ended 31st March, 2020, the meeting adjourned to consider the Consolidated Financial Statements for the financial year 2019-20 as and when the comments of C&AG is received.

The Meeting was concluded by 11.50 AM.

Kindly take the above information on record.

Thanking you,

Very truly yours,
For THE FERTILISERS AND CHEMICALS
TRAVANCORE LIMITED



K. V. Balakrishnan
Company Secretary &
Executive Director (Finance)

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 Annual General Meeting of Equity shareholders of The Fertilisers and Chemicals
Travancore Limited, held on Wednesday, the 23rd day of September 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 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 AGM through VC/OAVM and voting by electronic means for the resolutions
contained in the Notice of the 76th Annual General Meeting of the Equity Shareholders dated
August 27, 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 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 AGM




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किशोर रूंगटा / KISHOR RUNGTA
अध्यक्ष एवं प्रबंध निदेशक
Chairman and Managing Director

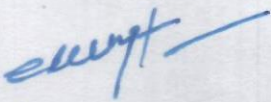


I submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Sunday, September 20, 2020 up to 5.00 p.m. Tuesday 22.09.2020.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the 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/CMD1/CIR/P/2020/79 dated May 12, 2020.
3. The voting rights were reckoned as on Thursday, September 17, 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 September 22, 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 resolutions allowed to vote electronically through e-voting system provided on the CDSL platform to all those members who attended the 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 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 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 September 23, 2020 at 12.01 P M in the presence of Mrs. Febsy Jacob 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.
8. Based on the data provided by CDSL e-voting System, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM (except item 1(b) regarding consolidated financial statements which was deferred), are as under:



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किशोर रंगटा / KISHOR RUNGTA
अध्यक्ष एवं प्रबंध निदेशक
Chairman and Managing Director

(a) RESOLUTION -1

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

(i) Voted in favor of the resolution:			
Particulars	Remote E-voting	E-voting at the AGM	Total
Number of members voting	56	1	57
Number of votes cast by them	582375509	100	582375609
% of total number of valid votes cast	100%	100%	100%

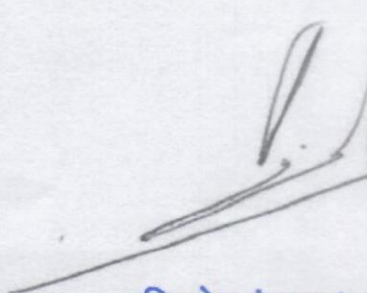
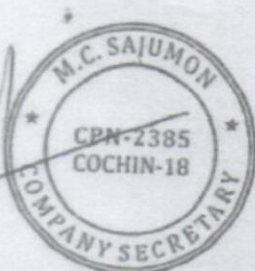
(ii) Voted against the resolution:			
Particulars	Remote E-voting	E-voting at the AGM	Total
Number of members voting	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of total number of valid votes cast	NA	NA	NA

(iii) In valid Votes-NIL

(b) RESOLUTION -2

To fix remuneration of Statutory Auditors and Branch Auditors for the Financial Year 2020-21.

(i) Voted in favor of the resolution:			
Particulars	Remote E-voting	E-voting at the AGM	Total
Number of members voting	56	1	57
Number of votes cast by them	582375509	100	582375609
% of total number of valid votes cast	100%	100%	100%



किशोर रूंगटा / KISHOR RUNGTA
अध्यक्ष एवं प्रबंध निदेशक
Chairman and Managing Director



(ii) Voted **against** the resolution:

Particulars	Remote E-voting	E-voting at the 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

(c) RESOLUTION -3

To re-elect Smt. AlkaTiwari (DIN: 03502306) who retires by rotation at the AGM, being eligible.

(i) Voted **in favor** of the resolution:

Particulars	Remote E-voting	E-voting at the AGM	Total
Number of members voting	54	1	55
Number of votes cast by them	582375109	100	582375209
% of total number of valid votes cast	99.9999%	100%	99.9999%

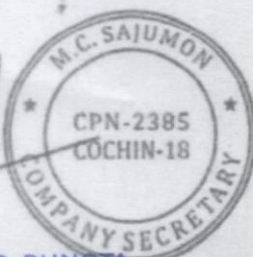
(ii) Voted **against** the resolution:

Particulars	Remote E-voting	E-voting at the AGM	Total
Number of members voting	2	Nil	2
Number of votes cast by them	400	Nil	400
% of total number of valid votes cast	0.0001%	NA	0.0001%

(iii) In valid Votes-NIL

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किशोर रूंगटा / KISHOR RUNGTA
अध्यक्ष एवं प्रबंध निदेशक
Chairman and Managing Director



Sh

RESOLUTION -4

To elect Shri. Rabinarayan Patra (DIN:00917044) as an Independent Director of the Company.:

(i) Voted in favor of the resolution:			
Particulars	Remote E-voting	E-voting at the AGM	Total
Number of members voting	54	1	55
Number of votes cast by them	582375109	100	582375209
% of total number of valid votes cast	99.9999%	100%	99.9999%

(ii) Voted against the resolution:			
Particulars	Remote E-voting	E-voting at the AGM	Total
Number of members voting	2	Nil	2
Number of votes cast by them	400	Nil	400
% of total number of valid votes cast	0.0001%	NA	0.0001%

(iii) In valid Votes-NIL

RESOLUTION -5

To pay a Remuneration of Rs. 65,000/- plus out of pocket expenses (Subject to a maximum of Rs. 10,000/-) to the Cost Auditors appointed by the Board of Directors of the company to conduct the audit of the Cost records of the company for the Financial year 2020-21

(i) Voted in favor of the resolution:			
Particulars	Remote E-voting	E-voting at the AGM	Total
Number of members voting	54	1	55
Number of votes cast by them	582375109	100	582375209
% of total number of valid votes cast	99.9999%	100%	99.9999%

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किशोर रूंगटा / KISHOR RUNGTA
अध्यक्ष एवं प्रबंध निदेशक
Chairman and Managing Director



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(ii) Voted **against** the resolution:

Particulars	Remote E-voting	E-voting at the AGM	Total
Number of members voting	2	Nil	2
Number of votes cast by them	400	Nil	400
% of total number of valid votes cast	0.0001%	NA	0.0001%

(iii) In valid Votes-NIL

9. All the Resolutions mentioned in the Notice of the AGM (*except item 1(b) regarding consolidated financial statements which was deferred*), as per details given above stand passed under Remote e-voting and e-voting done by the members of the Company at the Annual General Meeting with the requisite majority and hence deemed to have been passed at the AGM.
10. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the 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 Annual General Meeting. All the relevant records relating to remote e-voting and e-voting at the 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 Annual General Meeting.

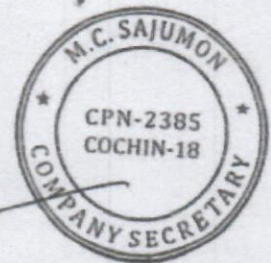
Place: Kochi

Date: 23.09.2020

UDIN : A009868B000754469

MYLADOOR CHERIAN SAJUMON
COMPANY SECRETARY IN PRACTICE

MN: 9868, CPN: 2385



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अध्यक्ष एवं प्रबंध निदेशक
Chairman and Managing Director

76th Annual General Meeting of FACT

Details on Voting Results

Date of the AGM : 23th September 2020

Total number of shareholders on record date: 23129

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group : 1
Public : 50

Details of the Agenda:

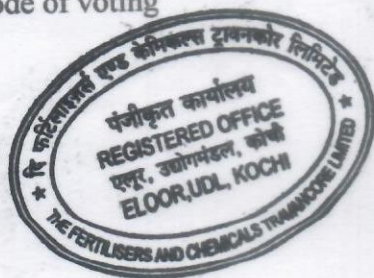
Resolution required : Ordinary
Mode of voting : Remote E-voting/E-voting at the AGM

Resolution No.1.

- a. Audited Standalone Financial statements for the financial year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon.

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes- Against t (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	582364776	582364076	99.999	582364076	0	100%	0
Public- Institutional holders							
Public-Others	64707198	11433	0.017	11433	0	100%	0
Total	647071974	582375509		582375509	0		0

Resolution required : Ordinary
Mode of voting : Remote E-voting/E-voting at the AGM



के. वी. बालकृष्णन नायर
K.V. BALAKRISHNAN NAIR
कंपनी सचिव एवं कार्यपालक निदेशक (वित्त)
COMPANY SECRETARY AND ED(FIN)
दि फर्टिलाइजर्स एंड केमिकल्स ट्रावन्कोर लिमिटेड
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
उद्योगमंडल/ Udyogamandal - 683 501
कोच्ची/Kochi, केरल/Kerala, भारत/India

Resolution No.2. Fixation of remuneration of Statutory Auditors and Branch Auditors

Promoter/ Public	No.of Shares held (1)	No.of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No.of Votes – in favour (4)	No.of Votes- Against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	582364776	582364076	99.999	582364076	0	100%	0
Public- Institutional holders							
Public-Others	64707198	11433	0.017	11433	0	100%	0
Total	647071974	582375509		582375509	0		0

Resolution required : Ordinary
Mode of voting : Remote E-voting/E-voting at the AGM

Resolution No.3. Election of Ms Alka Tiwari as a Director on the Board of Directors.

Promoter/ Public	No.of Shares held (1)	No.of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No.of Votes – in favour (4)	No.of Votes- Against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	582364776	582364076	99.999	582364076	0	100%	0
Public- Institutional holders							
Public-Others	64707198	11433	0.017	11033	400	96.50%	3.50%
Total	647071974	582375509		582375109	400		

Resolution required : Ordinary
Mode of voting : Remote E-voting/E-voting at the AGM



के. वी. बालकृष्णन नायर
K.V. BALAKRISHNAN NAIR
कंपनी सचिव एवं कार्यपालक निदेशक (वित्त)
COMPANY SECRETARY AND ED(FIN)
दि फर्टिलाइज़र्स एण्ड केमिकल्स ट्रैवन्कोर लिमिटेड
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
उद्योगमंडल/ Udyogamandal - 683 501
कोची/Kochi, केरल/Kerala, भारत/India

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Resolution No.4. To elect Shri Rabinarayan Patra (DIN: 00917044) as an Independent Director of the Company

Promoter/ Public	No.of Shares held (1)	No.of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No.of Votes – in favour (4)	No.of Votes- Against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	582364776	582364076	99.999	582364076	0	100%	0
Public- Institutional holders							
Public-Others	64707198	11433	0.017	11033	400	96.50%	3.50%
Total	647071974	582375509		582375109	400		

Resolution required : Ordinary
Mode of voting : Remote E-voting/E-voting at the AGM

Resolution No.5. Fixation of Remuneration of Cost Auditors

Promoter/ Public	No.of Shares held (1)	No.of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No.of Votes – in favour (4)	No.o f Vote s- Agai nst (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	582364776	582364076	99.999	582364076	0	100%	0
Public- Institutional holders							
Public-Others	64707198	11433	0.017	11033	400	96.50%	3.50%
Total	647071974	582375509		582375109	400		

Resolution required : Ordinary
Mode of voting : Remote E-voting/E-voting at the AGM



के. वी. बालकृष्णन नायर
K.V. BALAKRISHNAN NAIR
कंपनी सचिव एवं कार्यवाहक निदेशक (वित्त)
COMPANY SECRETARY AND ED(FIN)
दि फर्टिलाइजर्स एण्ड केमिकल्स ट्रावन्कोर लिमिटेड
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
उद्योगमंडल/ Udyogamandal - 683 501
कोची/Kochi, केरल/Kerala, भारत/India

[Signature]