

**Scrutinizers Consolidated Report
On E-Voting & Poll of M/s The Fertilisers and Chemicals Travancore Limited**

To,

The Chairman,
of 71st Annual General Meeting of shareholders of The Fertilisers and Chemicals Travancore Limited,
held on Monday, the 28th day of September 2015, at 11.00 A.M at Udyogamandal club at Eloor,
Udyogmandal, Kochi.

Sub: Consolidated Scrutinizer Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and poll conducted at the 71st AGM of M/s Fertilisers and Chemicals Travancore Ltd on September 28, 2015.

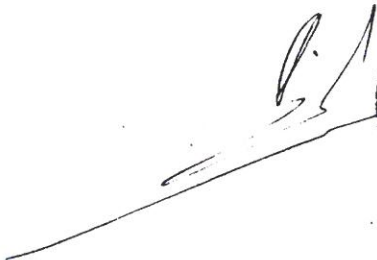
The Company had appointed me as Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner. The e-voting was held between 25th September, 2015 (09.00 A.M) to 27th September, 2015 (05.00 P.M) and the poll was conducted at the 71st AGM of the Company held on September 28, 2015.

The Company had appointed National Securities Depository Limited (NSDL) as the Service provider, for extending the facility of electronic voting to the shareholders of the Company from 25th September, 2015 (09.00 A.M) to 27th September, 2015 (05.00 P.M). The e-voting results were unblocked by me after the conclusion of voting at the Annual General Meeting on September 28, 2015 in the presence of two witnesses. For further details, refer my Scrutinizer's report on e-voting dated September 29, 2015 attached herewith.

At the 71st AGM of the Company held on September 28, 2015, the Chairman of the Company had suo-moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details, refer my Scrutinizer's report September 29, 2015 attached herewith.

The members of the Company as on the "cut-off" date i.e. Monday, 21st September, 2015 were entitled to vote on the resolutions (Item No.1 to 5 as set out in the Notice of the 71st Annual General Meeting of the Company).

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The result of the E-voting together with that of the Poll is as under:

(a) Ordinary Resolution No.1- To receive, consider and adopt the Audited financial statements of the company for the financial year ended 31st March 2015, Cash Flow Statement for the year ended 31st March, 2015 and reports of Directors and Auditors thereon.

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

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
67	582984451	99.9998%

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

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
5	1568	0.0002%

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.



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(b) **Ordinary Resolution No.2-** To elect a Director in place of Shri. S.K. Lohani (DIN: 06912948) who is liable to retire by rotation and offers himself for re-election.

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

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
70	582984604	99.9998%

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

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
2	1415	0.0002%

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.





(c) Ordinary Resolution No. 3- To fix remuneration of Statutory Auditors and Branch Auditors for the Financial Year 2015-16.

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

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
70	582984564	99.9998%

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

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
2	1425	0.0002%

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.



(d) Ordinary Resolution No.4- To pay a remuneration of Rs. 65,000/- plus out of Pocket expenses (subject to a maximum of Rs.10,000/-) to Cost Auditors appointed by the Board of Directors to audit the cost records of the company for the Financial Year 2015-16.

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

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
69	582984594	99.9998%

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

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
3	1425	0.0002%

(iii) Invalid votes :

Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.



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(e) Special Resolution No.5- Approval to the Board of Directors to borrow through loans, overdrafts, cash credits, etc. up to Rs. 2000 Core, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from Banks, Financial Institutions.

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

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
68	582983345	99.9997%

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

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
4	2074	0.0003%

(iii) Invalid votes :

Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is not less than three times the number of votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

Place: Kochi
Date: 29.09.2015



M C SAJUMON
COMPANY SECRETARY IN PRACTICE
SCRUTINIZER

MN: 9868, CPN: 2385

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Jaiveer Srivastava
जयवीर श्रीवास्तव/JAIVEER SRIVASTAVA
अध्यक्ष एवं प्रबंध निदेशक
CHAIRMAN & MANAGING DIRECTOR
दि फर्टिलाइजर्स एण्ड केमिकल्स ट्रावन्कोर लिमिटेड
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
उद्योगमंडल / UDYOGAMANDAL - 683 501