



MINUTES OF THE 72nd ANNUAL GENERAL MEETING

Date : 27.09.2016
Time : 11.00 AM
Venue : Udogamandal Club,
Udyogamandal

P R E S E N T

- A. 1 159 shareholders in person
2. 8 Shareholder in proxy
3. Shri Dalip Singh
Section Officer
Department of Fertilizers,
Representing Government of India.
- B. 1. Shri Jaiveer Srivastava
Chairman and Managing Director.
2. Shri K.P.S. Nair
Chairman, Audit committee
3. Dr. S. Murali,
Director
4. Shri Srinath V. Kamath
CFO
5. Shri S. Hariharan,
Partner, K.Varghese & Co., Chartered Accountants
Statutory Auditors
6. Shri M.C.Sajumon, Practising Company Secretary,
Kochi – Scrutinizer
7. Shri Sreekumar, Partner, SVJS Associates,
Company Secretaries - Secretarial Auditor
8. Shri K.V.Balakrishnan,
Company Secretary.

I OPENING

Shri Jaiveer Srivastava, Chairman and Managing Director, took the Chair.

After ascertaining the presence of the requisite quorum, the Chairman declared the 72nd Annual General Meeting of the Company open.

Company Secretary confirmed that the provisions of Companies Act 2013, Companies (Management & Administration) Rules 2014 and the provisions of Listing Agreement and secretarial standards have been complied with in respect of calling, convening and conducting the meeting. All the statutory Registers and Reports are available for inspection.

II INTRODUCTION:

Chairman extended a warm welcome to the members to the 72nd Annual General Meeting and introduced the dignitaries on the dais.

III CHAIRMAN'S ADDRESS

Shri Jaiveer Srivastava, Chairman and Managing Director addressed the gathering. In his address, he briefly explained the fertilizer industry scenario in the country, financial assistance received from the Govt. of India, operation of the Company in the financial year 2016-17, constraints being faced by the Company, outlook for the year 2016-17 and the steps taken for the sustained operation in the long run. The text of the Chairman's statement is **annexed**.

IV NOTICE CONVENING THE MEETING

The Company Secretary read out the Notice convening the meeting.

V THE ANNUAL ACCOUNTS

The Annual Accounts was taken as read.

VI REPORT OF THE STATUTORY AUDITORS AND COMMENTS OF COMPTROLLER & AUDITOR GENERAL OF INDIA

Shri Srinath V. Kamath, Chief Financial Officer, presented the Report of M/s K. Varghese & Co., Chartered Accountants, Statutory Auditors, on the accounts of the Company for the year ended 31st March 2016 and the

comments of the Comptroller and Auditor General of India under Section 143(6)(b) of the Companies Act 2013.

VII PRESENTATION OF SECRETARIAL AUDIT REPORT

Company Secretary presented the Secretarial Audit Report for the year 2015-16.

VIII PRESENTATION OF ANNUAL ACCOUNTS

Chairman and Managing Director presented the financial statements for the year ended 31-3-2016 to the shareholders for consideration and approval & adoption. He invited the shareholders for their views on the annual accounts. He requested the shareholders to limit their remarks on the accounts and also requested to present the point as briefly as possible. The following shareholders took part in the deliberations:

1) Shri K.C.Mathew

Shri K.C. Mathew appreciated the Chairman & Managing Director for his efforts for the successful turnaround of the company. He expressed doubt on the turn around and sustained operation of the company with a huge interest burden on borrowing from Govt. of India at 13.5% per annum.

Shri K.C. Mathew stated that the annual accounts of the company for the financial year 2015-16 is not prepared in accordance with Section 129 and 133 of the Companies Act, 2013 and accounting standards 15 since the arrears payable to employees relating to the 1997 pay revision is not provided in the accounts. Hence the accounts do not show a true and fair view of the state of affairs of the Company. He opposed adoption of the financial statements of the company for the year 2015-16.

2) Shri K.A. Varghese

Shri K.A. Varghese stated that the Cost Audit Report is not shown as published in the Annual Report and suggested that Cost Audit Report should also be published in the Annual Report.

3) Shri Philip Joseph

Shri Philip Joseph appreciated C&MD for the successful turnaround of the Company. He stated that the Annual Accounts of the company is not showing a true and fair view of the state of affairs of the company since the arrears due to the employees for the period 01-01-1997 to 30-06-2001 is not

provided in the accounts. He opposed adoption of the Annual Financial Statement of the Company for the year 2015-16.

4) Shri Jayaraja Panicker

Shri Jayaraja Panicker congratulated Chairman & Managing Director for his efforts in leading the organization and making operational profit for the last three months. He requested C&MD to disburse wage revision arrears due to the employees for the period 01-01-1997 to 30-06-2001. He also desired to publish the cost audit report in the annual report of the company.

IX REPLIES

Shri Jaiveer Srivastava, Chairman and Managing Director replied to various queries raised by the Shareholders. He informed the meeting that the Cost Audit Report is not required to be published in the annual report of the company. He also informed the members that the Cost Audit Report is for the Company and the Government of India to ascertain cost of production and to take corrective steps, if required.

The Chairman informed that the annual financial statements of the company are prepared as per the provisions of the Companies act, 2013 and the applicable accounting standards. The only option available to the shareholders who are not in agreement with the annual financial statement is to cast their vote against the resolution. The company has provided remote e-voting facility and the ballot/poll paper at the Annual General Meeting. He advised the shareholders to utilize the facilities provided by the company to exercise their voting rights.

Shri Jaiveer Srivastava, Chairman and Managing Director advised Shri S. Hariharan, Partner, M/s K. Varghese & Co., Chartered Accounts, Statutory Auditors to clarify the queries raised by the shareholders on the preparation of annual accounts for the year 2015-16.

Shri S. Hariharan, clarified that the Annual Accounts for the year 2015-16 has been prepared in accordance with the provisions of Companies Act, 2013 and applicable accounting standards. He informed the members that sufficient disclosure has been provided in the Annual Report relating to the pay revision arrears for the period 01-01-1997 to 30-06-2001.

X RESOLUTIONS

Resolution No.1

C&MD proposed the following Resolution:

RESOLVED that the audited financial statement of the Company including consolidated financial statements for the financial year ended 31st March 2016, Reports of the Board of Directors and Auditors thereon be and are hereby approved and adopted.

The Resolution was seconded by Shri Dalip Singh, nominee of the Government of India for the 72nd AGM.

Resolution No.2

Election of Shri S.K.Lohani, as a Director of the company

Smt. Girija, a shareholder proposed the following Resolution:

RESOLVED that pursuant to section 152 of the Companies Act 2013 and all other applicable provisions of Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, Shri S.K.Lohani, (DIN 06912948) Joint Secretary, Department of Fertilizers, Government of India, be and is hereby elected as a Director of The Fertilisers and Chemicals Travancore Limited.

The Resolution was seconded by Shri N.R. Das, a shareholder.

Resolution No.3

Remuneration to Statutory Auditors and Branch Auditors for the Financial Year 2016-17.

Shri A. Girish, a Shareholder, proposed the following Resolution:

RESOLVED that the Board of Directors of the Company be and is hereby authorized to fix remuneration of the Statutory Auditors and Branch Auditors appointed by the Comptroller and Auditor General of India for the financial year 2016-17.

Shri M.V. Danaseelan, a shareholder seconded the proposal.

Resolution No. 4

Election of Shri K.P.S. Nair as a Director on the Board of Directors of the Company.

Shri N.R. Das, a Shareholder proposed the following Resolution:

RESOLVED that pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013("Act") and the rules made there under read with Schedule IV to the Act, and Articles of Association of the company, Shri K.P.S. Nair (DIN 07553063), 'Deepasree', Nazreth Road, Aluva who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, he and is hereby elected as a Director of the Company.

Shri S.V. Kamath, a Shareholder seconded the proposal.

Resolution No. 5

Election of Dr. S. Murali as a Director on the Board of Directors of the Company.

Shri M.V. Danaseelan, a Shareholder proposed the following Resolution:

RESOLVED that pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013("Act") and the rules made there under read with Schedule IV to the Act, and Articles of Association of the company, Dr. S. Murali (DIN 07553046), 2, Lakshmi Nivas, 6th Main Papaiah Road, Bangalore-85, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, he and is hereby elected as a Director of the Company.

Smt. S. Girija, a shareholder, seconded the proposal.

Resolution No. 6

Ratification of remuneration of Cost Auditors of the Company for the financial year 2015-16

Shri S.V. Kamath, a shareholder proposed the following resolution:

RESOLVED that pursuant to the provisions of Section 148 and all other provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014, 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 2016-17 be paid the remuneration of Rs. 65,000/- plus out of pocket expenses (subject to a maximum of Rs.10,000/-).

Shri N.R. Das, a shareholder seconded the proposal.

Resolution No. 7

Fee for delivery of Documents

Shri A. Girish, a shareholder, proposed the following Resolution:

RESOLVED that pursuant to the provisions of Section 20(2) and other applicable provisions of the companies Act, 2013, the Chairman & Managing Director of the Company be and is hereby authorized to determine the fee for delivery of any document as may be delivered by the Company, through a particular mode, as requested by the Shareholders.

Shri M.V. Danaseelan, a shareholder, seconded the proposal.

XI POLL

Chairman informed the members that the company has introduced e-voting and appointed Shri M.C.Sajumon, Practicing Company Secretary, Kochi, as Scrutinizer. The Ballot papers in the form prescribed under the Companies Act 2013 and Companies (Management & Administration) Rules 2014, have already been circulated. Blank Ballot papers are available with the Scrutinizer. The members may exercise their vote.

88 shareholders exercised their voting right.

On conclusion of the voting, Chairman declared that the result of the poll will be announced as and when the report of the Scrutinizer is received. The same will be posted in the website of the Company www.fact.co.in

XII VOTE OF THANKS

The Chairman & Managing Director thanked the Shareholders once again for their active participation.

XIII CLOSURE

There being no other business, the Chairman declared the Meeting as closed at 1.00 P.M.

XIV POLL RESULTS

Based on the Scrutiniser's report, the Chairman declared the results of the Poll, which is annexed to the minutes. The report of the Scrutinizer is attached as forming part of the Minutes of the 72nd Annual General Meeting.



Jaiveer Srivastava
Chairman & Managing Director