

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

To,

The Chairman,
of 73rd Annual General Meeting of shareholders of The Fertilisers and Chemicals Travancore Limited,
held on Friday, the 22nd day of September 2017, 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 73rd AGM of M/s Fertilisers and Chemicals Travancore Ltd on September 22, 2017.

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 Tuesday, 19th September 2017 (9.00 A.M) to Thursday, 21st September 2017 (5.00 P.M.) and the poll was conducted at the 73rd AGM of the Company held on Friday, September 22, 2017.

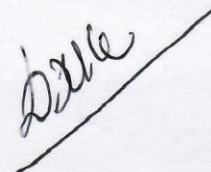
The Company had appointed Central Depository Services (India) Limited (CDSL), as the Service provider, for extending the facility of electronic voting to the shareholders of the Company from Tuesday, 19th September 2017 (9.00 A.M) to Thursday, 21st September 2017 (5.00 P.M.). The e-voting results were unblocked by me after the conclusion of voting at the Annual General Meeting on September 22, 2017 in the presence of two witnesses. For further details, refer my Scrutinizer's report on e-voting dated September 23, 2017 attached herewith.

At the 73rd AGM of the Company held on September 22, 2017, 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 23, 2017 attached herewith.

The members of the Company as on the "cut-off" date i.e. Friday, the 15th September 2017 were entitled to vote on the resolutions (Item No.1 to 7 as set out in the Notice of the 73rd 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 2017 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
70	582373350	99.99995%

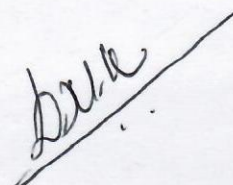
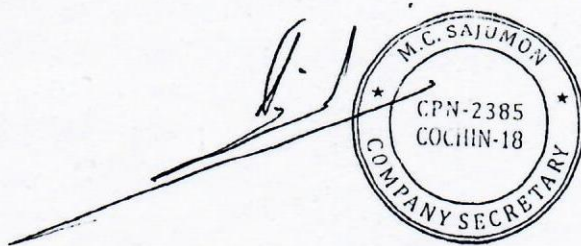
(ii) Voted **against** the resolution:

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	320	0.00005%

(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.



(b) Ordinary Resolution No. 2- To fix remuneration of Statutory Auditors and Branch Auditors for the Financial Year 2017-18.

(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
75	582373670	100%

(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
0	0	0

(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 all votes are cast in FAVOUR of the resolution, the resolution is passed as an ORDINARY RESOLUTION unanimously.



(c) **Ordinary Resolution No.3- To elect Dr. Gangidi Manohar Reddy (DIN 07028036) as a Director (Independent Director) on the Board of Directors of the Company**

(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
75	582373670	100%

(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
0	0	0

(iii) Invalid votes :

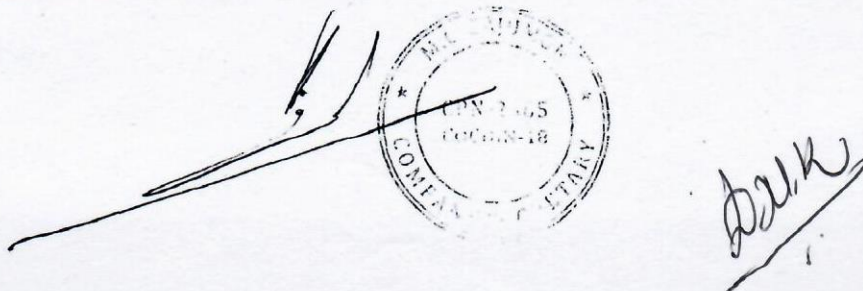
Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
0	0

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 elect Dr. Jyoti Kaushal Sheth (DIN: 07744339) as a Director (Independent Director) on the Board of Directors of the Company.**

(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
75	582373670	100%



A handwritten signature is written over a circular stamp. The stamp contains the text 'COMPANY SECRETARY' around the perimeter and 'DIN: 07744339' in the center.

(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
0	0	0

(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 all votes are cast in FAVOUR of the resolution, the resolution is passed as an ORDINARY RESOLUTION unanimously.

(e) Ordinary Resolution No.5- To elect Prof. B. Vijayakumar (DIN: 07744346) as a Director (Independent Director) on the Board of Directors of the Company Voted in favor of the resolution:

(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
75	582373670	100%

(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
0	0	0



(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 all votes are cast in FAVOUR of the resolution, the resolution is passed as an ORDINARY RESOLUTION unanimously.

(f) Ordinary Resolution No.6- To elect Ms Alka Tiwari (DIN: 06912948) as a Director on the Board of Directors of the Company:

(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
75	582373670	100%

(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
0	0	0

(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.



(g) Ordinary Resolution No.7- 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 2017-18.

(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
75	582373670	100%

(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
0	0	0

(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.

Place: Kochi
Date: 23.09.2017

M C SAJUMON
COMPANY SECRETARY IN PRACTICE
SCRUTINIZER
MN: 9868, CPN: 2385



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[Signature]
23.09.2017
डि. नन्द कुमार / D. NANDA KUMAR
निदेशक (विपणन)
Director (Marketing)
दि. फर्टिलाइजर्स एण्ड केमिकल्स ट्रावन्कोर लिमिटेड
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
उद्योगमंडल / UDYOGAMANDAL-683 501
कोच्ची / KOCHI, केरल / KERALA

73rd Annual General Meeting of The Fertilisers and Chemicals Travancore Limited held on 22nd September 2017 at 11.00 at Udyogamandal Club, Udyogamandal, Kochi, Kerala.

Results of Voting

Resolution No.1 – Ordinary Resolution

To receive, consider and adopt the Audited financial statements of the company for the financial year ended 31st March 2017, and reports of Directors and Auditors thereon.

Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582373350	320	Resolution passed as an Ordinary Resolution

Resolution No.2 – Ordinary Resolution

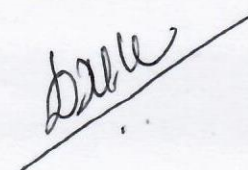
To fix remuneration of Statutory Auditors and Branch Auditors for the Financial year 2017-18

Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582373670	0	Resolution passed as an Ordinary Resolution

Resolution No.3 – Ordinary Resolution

To elect Dr. Gangidi Manohar Reddy (DIN 07028036) (Independent Director) on the Board of Directors of the Company

Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582373670	0	Resolution passed as an Ordinary Resolution



Resolution No.4 – Ordinary Resolution

To elect Dr. Jyoti Kaushal Sheth (DIN: 07744339) as a Director (Independent Director) on the Board of Directors of the Company

Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582373670	0	Resolution passed as an Ordinary Resolution

Resolution No.5 – Ordinary Resolution

To elect Prof. B. Vijayakumar (DIN: 07744346) as a Director (Independent Director) on the Board of Directors of the Company

Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582373670	0	Resolution passed as an Ordinary Resolution

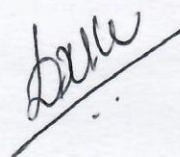
Resolution No.6 – Ordinary Resolution

To elect Ms Alka Tiwari (DIN: 06912948) as a Director on the Board of Directors of the Company

Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582373670	0	Resolution passed as an Ordinary Resolution

Resolution No. 7 – Ordinary Resolution

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 of the company to conduct the audit of the cost records of the company for the Financial Year 2017-18.



Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582373670	0	Resolution passed as an Ordinary Resolution

D. Nanda Kumar
23.09.2017

डि. नन्द कुमार / D. NANDA KUMAR
निदेशक (विपणन)
Director (Marketing)
दि. फर्टिलाइजर्स एण्ड केमिकल्स ट्रावन्कोर लिमिटेड
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
उद्योगमंडल / UDYOGAMANDAL- 683 501
कोच्ची / KOCHI, केरल / KERALA