

Annexure-2

72nd Annual General Meeting of The Fertilisers and Chemicals Travancore Limited held on 27th September 2016 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 2016, and reports of Directors and Auditors thereon.

Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582374197	530	Resolution passed as an Ordinary Resolution


Resolution No.2 – Ordinary Resolution

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.

Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582374207	20	Resolution passed as an Ordinary Resolution

Resolution No.3 – Ordinary Resolution

To fix remuneration of Statutory Auditors and Branch Auditors for the Financial Year 2016-17.


के. सी. राजकुमार
27/09/2016

Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582374727	0	Resolution passed as an Ordinary Resolution

Resolution No.4 – Ordinary Resolution

To elect Shri K.P.S. Nair 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
582374602	100	Resolution passed as an Ordinary Resolution

Resolution No.5 – Ordinary Resolution

To elect Dr. S. Murali 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
582374727	0	Resolution passed as an Ordinary Resolution

Resolution No. 6 – 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 to audit the cost records of the company for the Financial Year 2016-17.

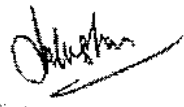
Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582374727	0	Resolution passed as an Ordinary Resolution

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Resolution No.7 – Ordinary Resolution

To authorise Chairman & Managing Director 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.

Number of votes in favour of Resolution	Number of votes against the Resolution	Result of Voting
582374427	300	Resolution passed as a Special Resolution



के.पी. बाबू राम नायर
कंपनी
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M.C. SAJUMON M.Com., ACMA, ACS, ACIS (UK)
COMPANY SECRETARY

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

To,

The Chairman,
of 72nd Annual General Meeting of shareholders of The Fertilisers and Chemicals Travancore Limited,
held on Tuesday, the 27th day of September 2016, 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 72nd AGM of M/s Fertilisers and Chemicals Travancore Ltd on September 27, 2016.

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 24th September, 2016 (09.00 A.M) to 26th September, 2016 (05.00 P.M) and the poll was conducted at the 72nd AGM of the Company held on September 27, 2016.

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 24th September, 2016 (09.00 A.M) to 26th September, 2016 (05.00 P.M). The e-voting results were unblocked by me after the conclusion of voting at the Annual General Meeting on September 27, 2016 in the presence of two witnesses. For further details, refer my Scrutinizer's report on e-voting dated September 28, 2016 attached herewith.

At the 72nd AGM of the Company held on September 27, 2016, 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 28, 2016 attached herewith.

The members of the Company as on the "cut-off" date i.e. Monday, 20th September, 2016 were entitled to vote on the resolutions (Item No.1 to 7 as set out in the Notice of the 72nd Annual General Meeting of the Company).

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 2016 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
82	582374197	99.9999%

(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
6	530	0.0001%

(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 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
86	582374207	99.9999%

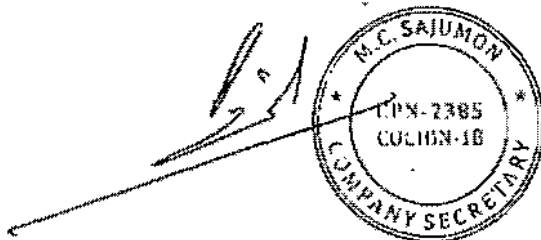
(ii) Voted against the resolution:

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
1	20	0.000003%

(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 2016-17.

(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
88	582374727	100%

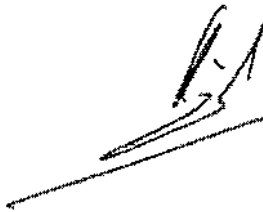
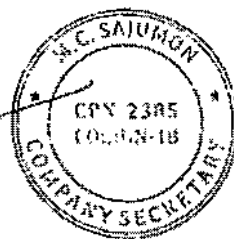
(ii) Voted against the resolution:

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.

(d) Ordinary Resolution No.4- To elect Shri K. P. S Nair 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
86	582374602	99.9999%

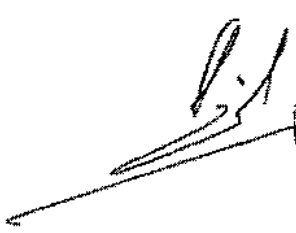
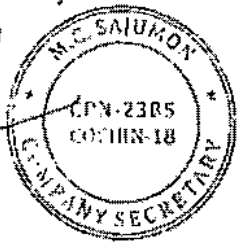
(ii) Voted against the resolution:

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
1	100	0.000017%

(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.

(e) Ordinary Resolution No.5- To elect Dr. S Murali 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
88	582374727	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


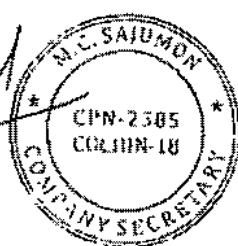
As all votes are cast in FAVOUR of the resolution, the resolution is passed as an ORDINARY RESOLUTION unanimously.

(f) Ordinary Resolution No.6- To appoint Cost Auditors by the Board of Directors to conduct the audit of the Cost records of the company for the Financial year 2016-17 and fix their Remuneration of Rs. 65,000/- plus out of pocket expenses. (Subject to a maximum of Rs. 10,000/-)

(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
88	582374727	100%

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(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.

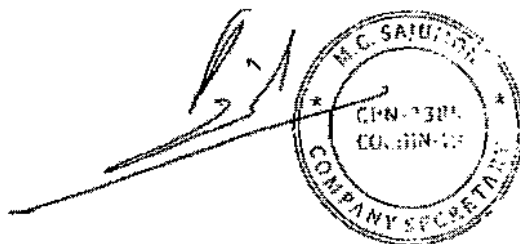
(g) Ordinary Resolution No.7- To authorise chairman and Managing Director of the Company to determine the fee for delivery of any document as may be delivered by the company through a particular mode as requested by the shareholders.

(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
87	582374427	99.9999%

(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
1	300	0.0001%

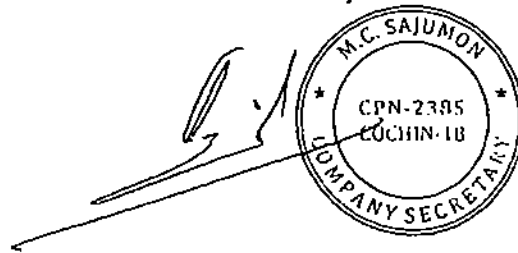


(iii) Invalid votes :

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: 28.09.2016



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