



THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED

Registered Office : Eloor, Udyogamandal, Kochi, Kerala

CIN: L24129KL1943GOI000371

Ph. 0484-2546486 : Fax No.0484-2546637

Website: www.fact.co.in E-mail Id: kvbnair@factltd.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 73rd Annual General Meeting of the members of The Fertilizers and Chemicals Travancore Ltd. will be held on Friday, the 22nd September, 2017 at 11.00 A.M. at Udyogamandal Club at Eloor, Udyogamandal, Kochi, to transact the following business:

Ordinary Business

1. To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended 31st March, 2017, and Reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the company for the financial year ended 31st March, 2017 and report of Auditors thereon and in this regard to pass the following resolutions, as ordinary resolutions.
 - (a) RESOLVED that the audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon be and are hereby considered, approved and adopted.
 - (b) RESOLVED that the audited consolidated financial statements of the Company for the year ended 31st March, 2017 and the report of the Auditors thereon be and are here by considered approved and adopted.
2. To fix the remuneration of Statutory Auditors and Branch Auditors for the Financial Year 2017-18 and in this regard, pass the following resolution as an ordinary 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 2017-18.

Special Business

3. To elect Dr. Gangidi Manohar Reddy as a Director on the Board of Directors of the Company.

The Company has received notice in terms of Section 160 (1) of the Companies Act, 2013 proposing to elect Dr. Gangidi Manohar Reddy (DIN No. 07028036) as an Independent Director of the Company at this Annual General Meeting.

Members may consider and if thought fit, pass with or without modification, the following resolution as an ordinary Resolution.

RESOLVED that pursuant to the provisions of Section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act and Articles of Association of the Company, Dr. Gangidi Manohar Reddy, (DIN No. 07028036), H.No. 17-1-388/P/69, Laxmi Nagar Colony Saidabad, Hyderabad, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act, be and is hereby elected as a Director of the Company.

4. To elect Dr. Jyoti Kaushal Sheth, as a Director on the Board of Directors of the Company.

The Company has received notice in terms of Section 160 (1) of the Companies Act, 2013 proposing to elect Dr. Jyoti Kaushal Sheth (DIN No. 07744339) as an Independent Director of the Company at this Annual General Meeting.

Members may consider and if thought fit, pass with or without modification, the following resolution as an ordinary Resolution.

RESOLVED that pursuant to the provisions of Section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act and Articles of Association of the Company, Dr. Jyoti Kaushal Sheth (DIN No. 07744339), Opp. Panigate Police Station, Haankhana Road, Vadodara, who has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the Act, be and is hereby elected as a Director of the Company.

5. To elect Prof. B. Vijayakumar, as a Director on the Board of Directors of the Company.

The Company has received notice in terms of Section 160 (1) of the Companies Act, 2013 proposing to elect Prof. B. Vijayakumar, (DIN No. 07744346) as an Independent Director of the Company at this Annual General Meeting.

Members may consider and if thought fit, pass with or without modification, the following resolution as an ordinary Resolution.

RESOLVED that pursuant to the provisions of Section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act and Articles of Association of the Company, Prof. B. Vijayakumar (DIN No. 07744346), 'Anagha', Chettikadavu Road, Chethimattom, Pala, Kottayam Dist, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act, be and is hereby elected as a Director of the Company.



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6. To elect Ms Alka Tiwari as a Director on the Board of Directors of the Company.

The Company has received notice in terms of Section 160 (1) of the Companies Act, 2013 proposing to elect Ms Alka Tiwari, (DIN No. 06912948) as a Director of the Company at this Annual General Meeting.

Members may consider and if thought fit, pass with or without modification, the following resolution as an ordinary Resolution.

RESOLVED that pursuant to the provisions of Section 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act and Articles of Association of the Company, Ms Alka Tiwari, (DIN No. 06912948), Joint Secretary, Department of Fertilisers, Ministry of Chemicals & Fertilisers, New Delhi, be and is hereby elected as a Director of the Company.

7. **Remuneration to Cost Auditors**

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary Resolution.

RESOLVED that pursuant to the provisions of Section 148 and all other applicable 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 2017-18 be paid the remuneration of ₹65,000/- plus out of pocket expenses (subject to a maximum of ₹10,000/-).

By Order of the Board of Directors.

Eloor, Udyogamandal

Date: 12.08.2017

Sd/-

K.V. Balakrishnan Nair

Company Secretary

Note:

1. The Register of Members will be closed from 18th September 2017 to 22nd September 2017 both days inclusive.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing the proxy, in order to be effective, should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. **A blank proxy form is annexed to the Annual Report and can also be downloaded from the website of the Company.**
3. Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure of Requirements) Regulation 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, and Companies (Management and Administration) Amendment Rules, 2015, the Company is offering e-voting facility to its members. The Company engaged the services of M/s Central Depository Services (India) Limited (CDSL) to provide e-voting facility to members. Instructions and other information relating to e-voting are given in this notice under note No. 7.
4. The relative explanatory statement required under Section 102 of the Companies Act, 2013 is given separately.
5. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Sundays and Public Holidays) during business hours up to the date of the Meeting. The above said documents will be also available for inspection by members at the Meeting.
6. Members, who have not registered their e-mail IDs so far, are requested to register their e-mail IDs for receiving all communications from the Company electronically.
7. Information and other instructions relating to e-voting are as under:
 1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).



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- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19.09.2017(Tuesday) at 9 AM and ends on 21.09.2017 (Thursday) at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as physical shareholders). <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Demat Account/Folio Number in the PAN field. ● In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant (The Fertilisers and Chemicals Travancore Ltd.) on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



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- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The following person shall be responsible to address grievances concerned with facility for remote e-voting:

Contact Name - Mr. Rakesh Dalvi, Designation - Deputy Manager. Address - 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001. Contact No.18002005533. Email id - helpdesk.evoting@cdslindia.com.

8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
9. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
10. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut-off date should take this notice for information purpose only.
11. Shri M.C.Sajumon, Practising Company Secretary, Littonia Cottage, M.A. Balakrishnan Road, Kochi-682018, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
13. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.fact.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange Ltd., Mumbai.

Explanatory Statement Under Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting.

Item No. 3, 4 & 5

Government of India, Ministry of Chemicals & Fertilisers, Department of Fertilisers, vide Order dated 2nd February, 2017 notified the appointment of Dr. Gangidi Manohar Reddy, H.No. 17-1-388/P/69, Laxmi Nagar Colony Saidabad, Hyderabad, Dr. Jyoti Kaushal Sheth, Opp. Panigate Police Station, Haankhana Road, Vadodara, and Prof. B. Vijayakumar, ‘Anagha’, Chettikadavu Road, Chethimattom, Pala, Kottayam Dist., as non-official Director on the Board of Directors of FACT. In order to comply with the provisions of Companies Act 2013, Dr. Gangidi Manohar Reddy, Dr. Jyoti Kaushal Sheth and Prof. B. Vijayakumar were elected as additional Directors (Independent) on the Board of Directors of FACT till the conclusion of the next Annual General



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Meeting of the Company. To comply with the provisions of Companies Act, 2013, it is proposed that Dr. Gangidi Manohar Reddy, Dr. Jyoti Kaushal Sheth and Prof. B. Vijayakumar, may be elected as Independent Directors on the Board of Directors of the Company. In the opinion of the Board, Dr. Gangidi Manohar Reddy, Dr. Jyoti Kaushal Sheth; and Prof. B. Vijayakumar fulfill the conditions specified for appointment as independent Director of the Company as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Only the concerned Directors are interested in the respective resolution. Save and except as above, none of the Directors/Key Managerial Personnel/Relatives of Directors and Key Managerial Personnel are in any way concerned or interested in these Resolutions.

Details of Directors whose appointment as Independent Directors is proposed at item No. 3, 4 & 5 are provided in the Annexure to the Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Item No. 6

Government of India, Ministry of Chemicals & Fertilisers, Department of Fertilisers, vide Order dated 6th March, 2017 notified the appointment of Ms Alka Tiwari, Joint Secretary, Department of Fertilisers, as part-time (Official) Director on the Board of Directors of FACT. In order to comply with the provisions of Companies Act 2013, Ms Alka Tiwari was appointed as an additional Director on the Board of Directors of FACT till the conclusion of the next Annual General Meeting of the Company. To comply with the provisions of Companies Act, 2013, it is proposed that Ms Alka Tiwari may be elected as a Director on the Board of Directors of the Company

No Director/Key Managerial Personnel/Relatives of the Directors and Key Managerial Personnel other than Ms Alka Tiwari is concerned or interested in the Resolution.

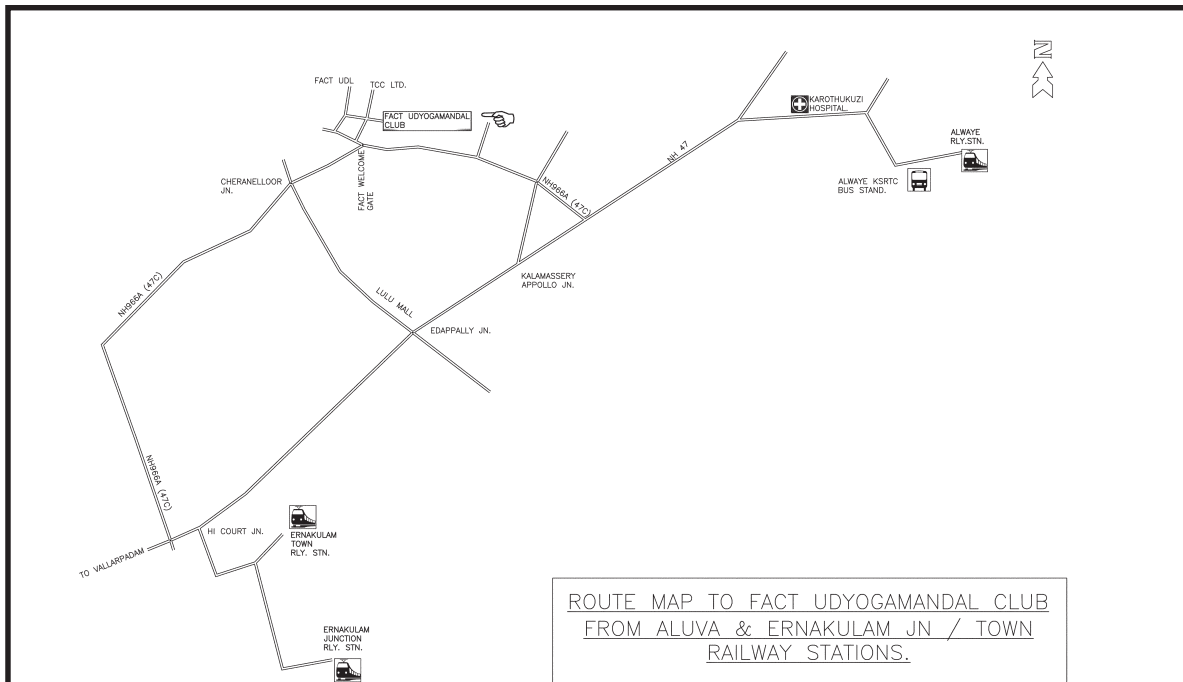
Details of Ms Alka Tiwari whose appointment is proposed at item No. 6 are provided in the Annexure to the Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Item No. 7

The Board has approved the appointment of M/s BBS & Associates, Cost Accountants, Kochi, as Cost Auditors to conduct the audit of cost accounts of the Company for the financial year 2017-18 on a remuneration of ₹ 65,000/- plus out of pocket expenses (subject to a maximum of ₹10,000/-). As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act 2013, the remuneration approved by the Board of Directors has to be ratified subsequently by the shareholders. Accordingly the consent of the members is sought through an ordinary resolution for ratification of remuneration payable to the Cost Auditors for the financial year 2017-18.

No Director / Key Managerial Personnel / Relatives of Directors and Key Managerial Personnel is interested in the resolution.

Route map to Udyogamandal Club, Eloor, Udyogamandal, Kochi



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ANNEXURE TO THE NOTICE DATED 12.08.2017

Details of Directors seeking appointment at the ensuing Annual General Meeting:

Particulars	Dr.Gangidi Manohar Reddy	Dr.Jyoti Kaushal Sheth	Prof.B. Vijaya-kumar	Ms Alka Tiwari
Age	52	51	61	52
Qualifications	M.Sc., Ph. D in Chemistry	M A (History), Diploma in Homeopathic Medicine & Surgery.	M. Sc Physics, Ph. D	IAS
Experience/ Brief Resume	See Website www.fact.co.in	See Website www.fact.co.in	See Website www.fact.co.in	See Website www.fact.co.in
Terms & Conditions of Appointment	As per the GOI notification No 78/2/2006-HR-1 dated 2 nd February 2017, Dr. Gangidi Manohar Reddy was appointed as Non Official Director	As per the GOI notification No 78/2/2006-HR-1 dated 2 nd February 2017, Dr. Jyoti Kaushal Sheth was appointed as Non Official Director	As per the GOI notification No 78/2/2006-HR-1 dated 2 nd February 2017, Prof. B Vijayakumar was appointed as Non official Director.	As per the GOI notification No 130/8/2003-HR-1 dated 6 th March 2017, Ms Alka Tiwari was appointed as a part time Government Nominee Director
Remuneration	Sitting fee only	Sitting fee only	Sitting fee only	Nil
Date of First Appointment on the Board	16.02.2017	21.02.2017	21.02.2017	21.04.2017
Shareholding in the Company as on 31 st March, 2017	NIL	NIL	NIL	NIL
Relationship / Other Directors/ Key Managerial Personnel	Not related to Other Directors/ Key Managerial Personnel	Not related to Other Directors/ Key Managerial Personnel	Not related to Other Directors/ Key Managerial Personnel	Not related to Other Directors/ Key Managerial Personnel
No. of Meetings of the Board attended during the year	NIL	NIL	NIL	NIL
Directorship of other Boards as on 31 st March, 2017	NIL	NIL	NIL	Rashtriya Chemicals & Fertilisers Ltd.
Membership/ Chairmanship of Committees of other Boards as on 31 st March, 2017	NIL	NIL	NIL	NIL