



THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED

Registered Office: Eloor, Udyogamandal, Kochi-683501, Kerala

CIN: L24129KL1943GOI000371

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

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

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Voting (Physical Ballot and E-Voting)

Starts On: 22nd January, 2018 & Ends On: 22nd February, 2018

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, (the "Rules") including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended is proposed to be passed as special resolution by way of postal ballot/e-voting by the shareholders. The explanatory statement pertaining to the aforesaid resolution setting out of the material facts concerning the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

In Compliance with SEBI Listing (Obligation and Disclosure requirement) Regulation, 2015 and provisions of Section 110 of the Act, read with the Rules including amendment and modifications thereto, the Company is pleased to extend e-voting facilities as an alternative, to enable the shareholders to cast their votes electronically instead of through Form. The Company has engaged the services of Central Depository Services (India) Ltd. (CDSL) to provide e-voting facilities to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot form and vice-versa. In case a Member vote through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.

The Board of Directors of the Company (the "Board") has appointed M/s SVJS Associates, Company Secretaries having office at 39/3519B, 1st floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi-682016 as the Scrutinizer for conducting the Postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and sign the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid Business Reply Envelope so as to reach the scrutinizer at the registered Office of the company not later than 5.00 P.M on 22nd February, 2018.

The remote e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the Proposed Resolution for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman and Managing director of the company after completion of the Scrutiny of the Postal Ballots (including e-voting). The result of the postal ballot would be announced by the Chairman and Managing Director or the Company Secretary of the Company on or before 24th February, 2018. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Ltd., (NSE), and to the CDSL and displayed along with the Scrutinizer's report on the company's website viz. www.fact.co.in.

RESOLUTION:

1. To sell/dispose of 652 acres of land at FACT Cochin Division at Ambalamedu.

Members may pass the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of section 180(1)(a) read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable statutes and regulations and subject to the approval of Govt. of India and subject to such other requisite approvals, consents and clearance as may be required, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to sell/dispose of 652 acres of land (482 acres to Govt. of Kerala and 170 acres to BPCL-Kochi Refinery) situated at FACT Cochin Division at Ambalamedu, Vadavukode-Puthencruz Panchayath, Kunnathunadu Taluk, Ernakulam District, Kerala State and realise the consideration on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board of Directors of the Company may deem fit and appropriate in the interest of the Company and that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or expedient for giving effect to this resolution."

By the orders of the Board of Directors
For THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED

Sd/-
K V Balakrishnan
Company Secretary

Date:- 17-01-2018

Place:- Udyogamandal

NOTES

1. The Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 setting out the material facts and reasons for the proposed special resolution are given hereunder.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 15-01-2018.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addressees registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical share holding). For members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a self addressed pre-paid Business Reply Envelope.
4. Members whose names appear on the Registrar of members/List of beneficial owner as on 15-01-2018 will be considered for voting.
5. The voting rights of the members shall be in proportion to their share of the paid up equity share capital of the company.
6. The Postal Ballot Form and self-addressed Business Reply Envelope are enclosed for use of the members. Members are requested to carefully read the instructions before exercising their vote.
7. Members who have received the Notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the company's website : www.fact.co.in.
8. Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a General Meeting of the members convened in that behalf and shall be deemed to have been passed on the last date of voting i.e. on 22nd February, 2018.
9. In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure requirement) Regulation, 2015, in order to enable its members, who do not have access the e-voting facility, to send their assent or dissent in writing in respect of the resolution as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form to complete the Ballot Form with assent (for) or dissent (against) and send it to Company Secretary, Shri P.D. Vincent, P.B.No. 4005, Partner, M/s SVJS Associates, Company Secretaries, Scrutiniser, C/o The Fertilisers and Chemicals Travancore Limited, Cochin so as to reach on or before 5 PM on 22nd February, 2018. Voting shall not be allowed beyond 22-02-2018. Any Ballot Form received after the said date shall be treated as if the reply from the members has not been received.
10. The resolution will be taken as passed effectively on the date of declaration of results; if the results of the Postal Ballot indicate that the requisite majority of the Members of the company had assented to the resolution. The results of the Postal ballot will be declared on or before 24th February, 2018 at the Registered Office of the Company. After declaration, the results of the Postal Ballot shall be posted on the Company's website www.fact.co.in besides communicating the same to Stock Exchanges, NSE where the securities of the Company are listed and to the CDSL also.
11. Shareholders who have received notice of the postal ballot by e-mail and who wish to vote through physical postal ballot can seek duplicate Postal Ballot Form from the Registered Office of the Company at Eloor, Udyogamandal P.O., Cochin-683501, Kerala or can download the same from the website of the Company www.fact.co.in and fill the same and send it back to the Registered Office of the Company or before 22nd February, 2018.
12. A person who is not a Member as on the cut off date should treat this Notice for information purposes only and he/she will not be able to vote.
13. In case shares held by Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent/Depository Participant(s) for sending future communication(s) in electronic form.
15. Shri K.V. Balakrishnan, Company Secretary, e-mail: kvbnaire@factltd.com is the official (Designated Person) authorized to ensure smooth conduct of voting process and address grievances related thereto.
16. E-voting period commences on Monday, the 22nd January, 2018 at 9.00 hrs IST and ends on Thursday, the 22nd February, 2018 at 17.00 hrs. IST. During this period, members of the company holding shares either in physical form or in Dematerialised form, as on the cut off date, i.e. 15-01-2018 may cast their vote electronically. The e-voting module shall be blocked by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
17. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper.
18. The relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection of the Members at the Registered Office of the Company and at the Corporate Office of the Company situated at Eloor, Udyogamandal P.O., Cochin-683501, Kerala from the date of dispatch of the Postal Ballot Notice till Thursday, February 22, 2018 during business hours on all working days (except Saturdays, Sundays and public holidays).
19. **Voting through electronic means**
Instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 22-01-2018 (Monday) at 9.00 A.M. and ends on 22-02-2018 (Thursday) at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15-01-2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as physical shareholders).</p> <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 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 after first two characters of 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)	<p>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.</p> <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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant (The Fertilisers and Chemicals Travancore Ltd.) on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) **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.
- (xx) 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.
- (xxi) 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 – Marathon Futurex, A-Wing, 25th Floor, N M Joshi Marg, Lower Parel Mumbai-400013. Contact No.18002005533. Email id - helpdesk.evoting@cdslindia.com.

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.

- I. 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 e-voting. A person who is not a member as on the cut-off date should take this notice for information purpose only.
- II. 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

FACT has submitted a Financial Restructuring Package to Govt. of India for the sustainable operation of the Company in the long run which inter alia consists of the approval for the sale/disposal of 652 acres of land (482 acres to Govt. of Kerala and 170 acres to BPCL-Kochi Refinery).

Govt. of Kerala has requested FACT/Govt. of India to allocate land for the proposed Petrochemical Park of Govt. of Kerala.

FACT had entered into a Memorandum of Understanding with Govt. of Kerala for sale of 482 acres of FACT land as follows:

- a) 332 acres shall be acquired from FACT @ Rs. 2.4758 Crore per acre. This is the average rate fixed by the District Collector, Ernakulam for the transfer of another 170 acres of land at the same location, between FACT and BPCL.
- b) 150 acres shall be acquired from FACT by KINFRA @ Rs. 1 Crore per acre being the rate agreed upon vide Minutes of the meeting dated 10.3.2016 of Prime Minister's Office. The State Government shall grant freehold right to FACT over State Government land currently under lease to FACT extending to 143.22 acres.

The Board of Directors of FACT has accorded approval for sale/transfer of 170 acres of land situated at Ambalamedu, Vadavukode-Puthencruz Panchayath, Kunnathunadu Taluk, Ernakulam District, Kerala State, to BPCL-Kochi Refinery at Rs. 2.4758 crore per acre.

The above sale/transfer of land shall be subject to the approval of Department of Fertilisers, Ministry of Chemicals & Fertilisers, Govt. of India.

The above Special resolution is therefore proposed to obtain the consent of shareholders for the above land deal under Section 180(1)(a) of the Companies Act, 2013.

None of the Directors/Key managerial Personnel/relatives of the Directors and Key Managerial Personnel are concerned or interested in the resolution.

By the order of the Board of Directors
For THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED

Sd/-
K V Balakrishnan
Company Secretary

Date:- 17-01-2018

Place:- Udyogamandal

Encl.:

1. Postal Ballot Form
2. Self-addressed postage pre-paid envelope