

**SECRETARIAL COMPLIANCE REPORT OF
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
FOR THE YEAR ENDED 31ST MARCH 2022**

We SVJS & Associates, Company Secretaries, Kochi have examined:

- a) all the documents and records made available to us and explanation provided by The Fertilisers and Chemicals Travancore Limited ("the listed entity"), the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, arising from the compliances of specific Regulations listed below,
- b) the filings/ submissions made by the listed entity to the stock exchanges in connection with the above,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	<p>Regulation 17 (1) (a), (b) and (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –</p> <p>(a) board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent. of the board of directors shall comprise of non-executive directors;</p> <p>Provided that the Board of directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of the top1000 listed entities shall have at least one independent woman director by April 1, 2020</p> <p>b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.</p>	<p>During the financial year 01.04.2021 to 31.03.2022:</p> <p>a) Half the Board does not comprise of Independent Directors</p> <p>b) Fifty per cent of the Board of Directors do not comprise of Non-executive directors.</p> <p>c) The Company has not appointed a woman independent director.</p>	<p>The listed entity has represented that it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non compliance or provisions of Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were due to reasons beyond the control of the Listed entity. The Listed entity has appointed only one Independent Director. The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>

	<p>Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors</p>		
2	<p>Regulation 18 (1) (a) and (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>Every listed entity shall constitute a qualified and independent audit committee in accordance with the terms of reference, subject to the following:</p> <p>(a)The audit committee shall have minimum three directors as members.</p> <p>(b) Two-thirds of the members of audit committee shall be independent directors and in case of a listed entity having outstanding SR equity shares, the audit committee shall only comprise of independent directors</p>	<p>Two Third of the members of the Audit Committee does not comprise of Independent Directors during the financial year 01.04.2021 to 31.03.2022</p>	<p>The listed entity has represented that it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non compliance or provisions of Regulation 18 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were due to reasons beyond the control of the Listed entity. The Listed entity has appointed only one Independent Director. The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>
3	<p>Regulation 19 (1) (a), (b) and (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>The board of directors shall constitute the nomination and remuneration committee as follows:</p> <p>(a)the committee shall comprise of atleast three directors</p> <p>(b)all directors of the committee shall be non-executive directors; and</p>	<p>The members of the Nomination and Remuneration Committee do not comprise of non executive directors and comprise of only one Independent Director during the financial year 01.04.2021 to 31.03.2022</p>	<p>The listed entity has represented that it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non compliance or provisions of Regulation 19 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were due to reasons beyond the control of the Listed</p>

	(c)at least fifty percent of the directors shall be independent directors and in case of a listed entity having outstanding SR equity shares, two thirds of the nomination and remuneration committee shall comprise of independent directors.		entity. The Listed entity has appointed only one Independent Director. The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.
4	Regulation 21 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The Risk Management Committee shall have minimum three members with majority of them being members of the board of directors, including at least one independent director and in case of a listed entity having outstanding SR equity shares, at least two thirds of the Risk Management Committee shall comprise independent directors	The Risk Management Committee of the Listed Entity does not comprise of Independent Director upto 11.08.2021.	The Listed Entity has represented that as per Regulation 21 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the committee was reconstituted in the meeting of Board of Directors held on 12.08.2021 and all the members of the Committee are the members of the Board.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions take against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sl. No.	Action taken by	Details of violation	Details of action taken	Observations/ remarks of the Practicing Company Secretary
1	Stock Exchange	Non Compliance with provisions pertaining to the Board Composition (Listing Regulation 17) - Half the Board is not Independent for the quarter ended 31st March 2021, 30th June 2021, 30th September 2021,	Under Standing Operating Procedure with respect to non compliance of certain listing regulations, fine was imposed upon the listed entity by the National Stock Exchange of India Limited	The Exchange was informed that the listed entity is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non compliance or provisions of Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March 2021, 30th June

		<p>31st December 2021 and 31st March 2022</p> <p>Composition of Audit Committee (Listing Regulation 18 (1)) - Two Third of the members of the Audit Committee does not comprise of Independent Directors for the quarter ended 31st March 2021, 30th June 2021, 30th September 2021, 31st December 2021 and 31st March 2022</p> <p>Composition of Nomination and Remuneration Committee (Listing Regulation 19 (1) and 19 (2) - All the directors of the Committee are not non executive directors for the quarter ended 31st March 2021, 30th June 2021, 30th September 2021, 31st December 2021 and 31st March 2022</p>		<p>2021, 30th September 2021, 31st December 2021 and 31st March 2022 was due to reasons beyond the control of the Listed entity. The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>
2	Stock Exchange	<p>Non Compliance with provisions pertaining to the Board Composition (Listing Regulation 21 (2)) - The Risk Management Committee of the Listed Entity does not comprise of Independent Director</p>	<p>Under Standing Operating Procedure with respect to non compliance of certain listing regulations, fine was imposed upon the listed entity by the National Stock Exchange of India Limited</p>	<p>The Listed Entity has represented that as per Regulation 21 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the committee was reconstituted in the meeting of Board of Directors held on 12.08.2021 and all the members of the Committee are the members of the Board</p>

(d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

- i) Observations made in the Secretarial Compliance Report for the financial year ended 31.03.2021:

Sl. No.	Observations of the Practising Company Secretary in the previous report	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	<p>Regulation 17 (1) (a), (b) and (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>(a) board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent. of the board of directors shall comprise of non-executive directors;</p> <p>Provided that the Board of directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020</p> <p>b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.</p> <p>Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors</p> <p>c) The board of directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.</p> <p>Half the Board does not comprise of Independent Directors during the financial year 01.04.2020 to 31.03.2021</p> <p>The Board of directors comprised of only five</p>	<p>The listed entity has represented that it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non compliance or provisions of Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were due to reasons beyond the control of the Listed entity. The Listed entity has appointed only one Independent Director. The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>	<p>Being a Listed Central Public Sector Undertaking, the listed entity is waiting for the instruction of the Ministry for necessary compliance</p>

	<p>directors for the Quarter ended 31.12.2020.</p> <p>Fifty per cent of the Board of Directors do not comprise of Non-executive directors.</p> <p>The Company has not appointed a woman independent director.</p>		
2	<p>Regulation 18 (1) (a) and (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>Every listed entity shall constitute a qualified and independent audit committee in accordance with the terms of reference, subject to the following:</p> <p>(a)The audit committee shall have minimum three directors as members.</p> <p>(b) Two-thirds of the members of audit committee shall be independent directors and in case of a listed entity having outstanding SR equity shares, the audit committee shall only comprise of independent directors</p> <p>Two Third of the members of the Audit Committee does not comprise of Independent Directors. The number of members of the Audit Committee was less than three for the Quarter ended 31.12.2020.</p>		
3	<p>Regulation 19 (1) (a), (b) and (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>The board of directors shall constitute the nomination and remuneration committee as follows:</p> <p>(a)the committee shall comprise of atleast three directors</p> <p>(b)all directors of the committee shall be non-executive directors; and</p> <p>(c)at least fifty percent of the directors shall be independent directors and in case of a listed entity having outstanding SR equity shares, two thirds of the nomination and remuneration committee shall comprise of independent directors.</p>		

	The members of the Nomination and Remuneration Committee do not comprise of non executive directors and comprise of only one Independent Director. The number of members of the Committee was less than three for the Quarter ended 30.06.2020 and 31.12.2020.		
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For SVJS & Associates
Company Secretaries

P D Vincent
Managing Partner
FCS: 3067, CP. No. 7940
PR 648/2019

Kochi
26.05.2022
UDIN: F003067D000392258