



**SECRETARIAL COMPLIANCE REPORT OF
THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025**

We **CaesarPintoJohn & Associates LLP, Company Secretaries**, Kochi have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by The Fertilisers and Chemicals Travancore Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Eloor P. O., Udyogmandal, Alwaye, Ernakulam, Kerala – 683501. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, We hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We **CaesarPintoJohn & Associates LLP, 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, arising from the compliances of specific Regulations listed below.
- b) the filings/ submissions made by the listed entity to the stock exchange,
- c) website of the listed entity,

d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March 2025 ("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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

(d) 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

I. (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:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	<p>Regulation 17(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</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>	Regulation 17 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>During the quarter ended 31/03/2024 :</p> <p>Half the Board does not comprise of Independent Directors</p>	Stock Exchange (National Stock Exchange of India Limited)	Fine	<p>Non-compliance with the requirements pertaining to the composition of the Board of Directors, during the quarter ended 31/03/2024.</p> <p>Days of non-compliance: 91</p>	Rs. 536900/- (including GST)	The Listed entity has appointed only three Independent Directors, which does not constitute half of the board of directors, during the quarter ended 31/03/2024.	No fine is paid and the Company has requested for waiver of fine on the ground that, it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non-compliance of 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.	Management response is self explanatory

									The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.	
2.	<p>Regulation 17(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</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>	Regulation 17 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>During the quarter ended 30/06/2024 :</p> <p>Half the Board does not comprise of Independent Directors</p>	Stock Exchange (National Stock Exchange of India Limited)	Fine	<p>Non-compliance with the requirements pertaining to the composition of the Board of Directors, during the quarter ended 30/06/2024.</p> <p>Days of non-compliance: 91</p>	Rs. 536900/- (including GST)	The Listed entity has appointed only three Independent Directors, which does not constitute half of the board of directors, during the quarter ended 30/06/2024.	No fine is paid and the Company has requested for waiver of fine on the ground that, it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non-compliance of provisions of Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements)	Management response is self explanatory

									<p>Regulations, 2015 were due to reasons beyond the control of the Listed entity.</p> <p>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 17(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</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</p>	Regulation 17 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>During the quarter ended 30/09/2024 :</p> <p>Half the Board does not comprise of Independent Directors</p>	Stock Exchange (National Stock Exchange of India Limited)	Fine	<p>Non-compliance with the requirements pertaining to the composition of the Board of Directors, during the quarter ended 30/09/2024.</p> <p>Days of non-compliance: 92</p>	Rs. 542800/- (including GST)	The Listed entity has appointed only three independent directors, which does not constitute half of the board of directors, during the quarter ended 30/09/2024.	<p>No fine is paid and the Company has requested for waiver of fine on the ground that, it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non-compliance of provisions of</p>	Management response is self explanatory

	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>Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were due to reasons beyond the control of the Listed entity.</p> <p>The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>	
4.	<p>Regulation 17(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</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>	Regulation 17 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>During the quarter ended 31/12/2024 :</p> <p>Half the Board does not comprise of Independent Directors</p>	Stock Exchange (National Stock Exchange of India Limited)	Fine	<p>Non-compliance with the requirements pertaining to the composition of the Board of Directors, during the quarter ended 31/12/2024.</p> <p>Days of non-compliance: 92</p>	Rs. 542800/- (including GST)	The Listed entity has appointed only three Independent directors upto 28/10/2024 and two Independent directors from 29/10/2024, which does not constitute half	No fine is paid and the Company has requested for waiver of fine on the ground that, it is a Central Public Sector Undertaking and all the members on the Board are	Management response is self explanatory

	<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>of the board of directors, during the quarter ended 31/12/2024.</p>	<p>nominated by the Government and the non-compliance of 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.</p> <p>The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>	
5.	<p>Regulation 17(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>(b) where the chairperson of the board of directors is a non-executive director,</p>	<p>Regulation 17 (1) (b) of SEBI (Listing</p>	<p>During the quarter ended 31/03/2025 :</p>	Nil	Nil	<p>Non-compliance with the requirements pertaining to the composition of the Board of</p>	<p>Nil (during the period under review)</p>	<p>The Listed entity has appointed only two Independent directors upto</p>	<p>The Company is a Central Public Sector Undertaking and all the members on</p>	<p>Management response is self explanatory</p>

	<p>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>	Obligations and Disclosure Requirements) Regulations, 2015	Half the Board does not comprise of Independent Directors			Directors, during the quarter ended 31/03/2025.		27/03/2025 and one Independent director from 28/03/2025, which does not constitute half of the board of directors, during the quarter ended 31/03/2025.	<p>the Board are nominated by the Government and the non-compliance of 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.</p> <p>The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>	
6.	Regulation 33 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Clarification sought by stock exchange on Financial	Stock Exchange (National Stock Exchange)	Clarification dated 04/12/2024	The Company was required to clarify the following: -	Nil	Clarification sought by stock exchange on Financial Results of the	Company has provided clarifications to the stock	Management response is self

<p>While preparing financial results, the listed entity shall comply with the following:</p> <p>(a) The financial results shall be prepared on the basis of accrual accounting policy and shall be in accordance with uniform accounting practices adopted for all the periods.</p> <p>(b) The quarterly and year to date results shall be prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25 or Indian Accounting Standard 31 (AS 25/ Ind AS 34 – Interim Financial Reporting), as applicable, specified in Section 133 of the Companies Act, 2013 read with relevant rules framed thereunder or as specified by the Institute of Chartered Accountants of India, whichever is applicable.</p> <p>(c) The standalone financial results and consolidated financial results shall be prepared as per Generally Accepted Accounting Principles in India: Provided that in addition to the above, the listed entity may also submit the financial results, as per the International Financial Reporting Standards notified by the International Accounting Standards Board.</p> <p>(d) The listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) on a quarterly or annual basis are to be</p>	<p>s and Disclosure Requirements) Regulations, 2015</p>	<p>Results of the Company for the quarter ended 30-September-2024.</p>	<p>of India Limited)</p>		<p>Financial results submitted is not as per format prescribed by SEBI. The response of the Company is awaited.</p>		<p>Company for the quarter ended 30-September-2024.</p>	<p>exchange on 10/12/2024.</p>	<p>explanatory</p>
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	<p>given only by an auditor who has subjected himself /herself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.</p> <p>(e) The listed entity shall make the disclosures specified in Part A of Schedule IV.</p>									
7.	<p>Regulation 33 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular of NSE.</p> <p>While preparing financial results, the listed entity shall comply with the following:</p> <p>(a) The financial results shall be prepared on the basis of accrual accounting policy and shall be in accordance with uniform accounting practices adopted for all the periods.</p> <p>(b) The quarterly and year to date results shall be prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25 or Indian Accounting Standard 31 (AS 25/ Ind AS 34 – Interim Financial Reporting), as applicable, specified in Section 133 of the Companies Act, 2013 read with relevant rules framed thereunder or as</p>	<p>Regulation 33 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular of NSE.</p>	<p>Clarification sought by stock exchange on Financial Results of the Company for the quarter ended 31-December-2024.</p>	<p>Stock Exchange (National Stock Exchange of India Limited)</p>	<p>Clarification dated 05/03/2025</p>	<p>The Company was required to clarify the following: -</p> <p>1. Financial results submitted is not as per format prescribed under Schedule III of the Companies Act, 2013.- Kindly provide the reason of not recognizing the losses of Joint Venture to Consolidated Financial Results.</p> <p>2. Machine Readable Form/ Legible copy of Financial Results not submitted-Not Searchable.</p>	<p>Nil</p>	<p>Clarification sought by stock exchange on Financial Results of the Company for the quarter ended 31-December-2024.</p>	<p>Company has provided clarifications to the stock exchange on 13/03/2025.</p>	<p>Management response is self explanatory</p>

<p>specified by the Institute of Chartered Accountants of India, whichever is applicable.</p> <p>(c) The standalone financial results and consolidated financial results shall be prepared as per Generally Accepted Accounting Principles in India: Provided that in addition to the above, the listed entity may also submit the financial results, as per the International Financial Reporting Standards notified by the International Accounting Standards Board.</p> <p>(d) The listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) on a quarterly or annual basis are to be given only by an auditor who has subjected himself /herself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.</p> <p>(e) The listed entity shall make the disclosures specified in Part A of Schedule IV.</p> <p>As per Master Circular of NSE, listed companies are required to submit all corporate announcements (full set of documents) in machine readable and searchable form.</p>					<p>3. Kindly provide the Board Meeting Start and End Time in Clarification Letter.</p>				
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8.	<p>Proviso to regulation 17 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>Provided that the Board of directors of the top 1000 listed entities shall have at least one independent woman director.</p>	Proviso to regulation 17 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Company does not have an independent woman director with effect from 28/03/2025	Nil	Nil	Company does not have an independent woman director with effect from 28/03/2025	Nil (during the period under review)	Company does not have an independent woman director with effect from 28/03/2025	A Woman Independent Director was appointed on 05.05.2025.	Management response is self explanatory
9.	<p>Regulation 17(1E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy.</p> <p>Provided that if the vacancy in the office of a director results in non-compliance with the provisions of sub-regulation (1) of regulation 18, sub-regulation (1) or (2) of regulation 19, sub-regulation (2) or (2A) of regulation 20 or sub-regulation (2) or (3) of regulation 21, the listed entity shall ensure compliance at the earliest and in any case not later than three months from the date of such vacancy:</p> <p>Provided further that if the listed entity becomes non-compliant with the requirement under sub-regulation</p>	Regulation 17(1E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>Vacancies in the office of independent directors are not filled within 3 months of such vacancy. Further vacancy due to expiration of the term of office of Ms. Anjula Murmu (Independent Director) is not filled by the listed entity not later than the date such</p>	Nil	Nil	<p>Vacancies in the office of independent directors are not filled within 3 months of such vacancy. Further vacancy due to expiration of the term of office of Ms. Anjula Murmu (Independent Director) is not filled by the listed entity not later than the date such office is vacated.</p>	Nil (during the period under review)	<p>Vacancies in the office of independent directors are not filled within 3 months of such vacancy. Further vacancy due to expiration of the term of office of Ms. Anjula Murmu (Independent Director) is not filled by the listed entity not later than the date such office is vacated.</p>	<p>The Company is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non-compliance of provisions of Regulation 17 (1E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were due to reasons beyond the control of the Listed entity.</p>	Management response is self explanatory

	<p>(1) of this regulation, sub-regulation (1) of regulation 18, sub-regulation (1) or (2) of regulation 19, sub-regulation (2) or (2A) of regulation 20 or sub-regulation (2) or (3) of regulation 21, due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated:</p> <p>Provided further that this sub-regulation shall not apply if the listed entity fulfils the requirement under sub-regulation (1) of this regulation sub-regulation (1) of regulation 18, sub-regulation (1) and (2) of regulation 19, sub-regulation (2) and (2A) of regulation 20 and sub-regulation (2) and (3) of regulation 21 without filling the vacancy.</p>		office is vacated.						<p>The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p> <p>Company has appointed 2 Independent Directors based on the Government Notification on 05th May 2025.</p>	
10.	<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>	Regulation 18 (1) (a) and (b) of SEBI (Listing Obligations and Disclosure Requirements)	Company is not having required number of independent directors to constitute a qualified and independent audit	Nil	Nil	Company is not having required number of independent directors to constitute a qualified and independent audit committee from 28/03/2025.	Nil (during the period under review)	Company is not having required number of independent directors to constitute a qualified and independent audit committee from 28/03/2025.	<p>The Company is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non-compliance of</p>	Management response is self explanatory

	(b) At least 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	Regulations, 2015.	committee from 28/03/2025 .						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 also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.	
11.	Regulation 19 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The board of directors shall constitute the nomination and remuneration committee as follows: (a) the committee shall comprise of at least three directors;	Regulation 19 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Company is not having required number of independent directors to constitute a qualified and independent	Nil	Nil	Company is not having required number of independent directors to constitute a qualified and independent Nomination and Remuneration	Nil (during the period under review)	Company is not having required number of independent directors to constitute a qualified and independent Nomination and Remuneration	The Company is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non-	Management response is self explanatory

	<p>(b) all directors of the committee shall be non-executive directors; and</p> <p>(c) at least two-thirds of the directors shall be independent directors</p>		<p>t Nomination and Remunerati on committee from 28/03/2025 .</p>			<p>committee from 28/03/2025.</p>		<p>committee from 28/03/2025.</p>	<p>compliance of provisions of Regulation 19 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were due to reasons beyond the control of the Listed entity.</p> <p>The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>	
12.	<p>Regulation 20 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>At least three directors, with at least one being an independent director, shall be members of the Committee and in case of a listed entity having outstanding SR equity shares, at least two thirds of the Stakeholders</p>	<p>Regulation 20 (2A) of SEBI (Listing Obligations and Disclosure Requirements)</p>	<p>Stakeholders Relationship Committee does not constitute of at least one independent</p>	Nil	Nil	<p>Stakeholders Relationship Committee does not constitute of at least one independent director from 28/03/2025 onwards.</p>	<p>Nil (during the period under review)</p>	<p>Stakeholders Relationship Committee does not constitute of at least one independent director from 28/03/2025 onwards.</p>	<p>Following the retirement of Dr Anjula Murmu, the Company appointed the remaining Independent Director to the Committee on</p>	<p>Management response is self explanatory</p>

	Relationship Committee shall comprise of independent directors.	Regulations, 2015.	t director from 28/03/2025 onwards.						1st April 2025 in place of Dr Anjula Murmu and designated him as the Chairperson of the Committee.	
13.	<p>Regulation 21 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>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.</p>	Regulation 21 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Risk Management Committee does not constitute of at least one independent director from 28/03/2025 onwards.	Nil	Nil	Risk Management Committee does not constitute of at least one independent director from 28/03/2025 onwards.	Nil (during the period under review)	Risk Management Committee does not constitute of at least one independent director from 28/03/2025 onwards.	Following the retirement of Dr Anjula Murmu, the Company appointed Shri M Chandran, Independent Director to the Committee on 1st April 2025 in place of Dr Anjula Murmu and designated him as the Chairperson of the Committee.	Management response is self explanatory
14.	<p>Regulation 31 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</p> <p>The declaration required under sub-regulation (4) shall be made within seven working days from the end of each financial year to – (a) every stock exchange where the shares of the target company are listed; and (b) the audit committee of the target company.</p>	Regulation 31 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Declaration required under regulation 31(4) from the promoters for the financial year ended 31/03/2024 is not seen submitted	Nil	Nil	Declaration required under regulation 31(4) from the promoters for the financial year ended 31/03/2024 is not seen submitted to the stock exchange within 7 working days	Nil	Declaration required under regulation 31(4) from the promoters for the financial year ended 31/03/2024 is not seen submitted to the stock exchange within 7 working days from the	Company is taking steps to avoid recurrence in future	Nil

			to the stock exchange within 7 working days from the end of the financial year.			from the end of the financial year.		end of the financial year.		
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	The Listed entity has appointed only two Independent Directors during the quarter ended 31/03/2023.	The list of all observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports	<p>Regulation 17(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</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</p>	<p>Non-compliance with the requirements pertaining to the composition of the Board of Directors, during the quarter ended 31/03/2023.</p> <p>Days of non-compliance: 90</p> <p>Fine-450000</p>	<p>No fine is paid and the Company has requested for waiver of fine on the ground that, it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non-compliance of 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.</p> <p>The Listed Entity has also made representation before the Central Government for taking necessary</p>	Being a Listed Central Public Sector Undertaking, the listed entity is waiting for the instruction of the Ministry for necessary compliance.

			below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.		steps for appointment of directors to the Board.	
2	The Listed entity has appointed only three Independent Directors during the quarter ended 30/06/2023.	The list of all observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports	<p>Regulation 17(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</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>Non-compliance with the requirements pertaining to the composition of the Board of Directors, during the quarter ended 30/06/2023.</p> <p>Days of non-compliance: 91</p> <p>Fine - 455000</p>	<p>No fine is paid and the Company has requested for waiver of fine on the ground that, it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non-compliance of 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.</p> <p>The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>	Being a Listed Central Public Sector Undertaking, the listed entity is waiting for the instruction of the Ministry for necessary compliance
3	Two Third of the members of the Audit Committee does not comprise of Independent Directors during the period	The list of all observations in the reports pertaining to	Regulation 18 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-compliance with the requirements	The Committee was reconstituted with available directors to comply with the	Being a Listed Central Public Sector Undertaking,

	<p>from 26/05/2023 to 30/06/2023.</p> <p>Company has complied with the requirements of regulation 18(1) of LODR w.e.f 05/07/2023 by reconstituting Audit Committee by inducting Mr. Keda Tanaji Aher (Independent Director)</p>	<p>the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports</p>	<p>(b) At least 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>pertaining to the composition of the Audit Committee, during the period from 26/05/2023 to 30/06/2023.</p> <p>Days of non-compliance: 36</p> <p>Fine- 72000</p>	<p>requirement to the maximum possible extent.</p> <p>All the members on the Board are nominated by the Government and the non-compliance of 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.</p> <p>No fine is paid and the Company has requested for waiver of fine.</p> <p>Company has complied with the requirements of regulation 18(1) of LODR w.e.f 05/07/2023 by reconstituting Audit Committee by inducting Mr. Keda Tanaji Aher (Independent Director)</p>	<p>the listed entity is waiting for the instruction of the Ministry for necessary compliance.</p>
4	<p>All the members of the Nomination and Remuneration Committee are not non-executive directors and comprise of only one Independent Director during the period from 26/05/2023 to 05/07/2023.</p>	<p>The list of all observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already</p>	<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>Non-compliance with the requirements pertaining to the composition of the Nomination</p>	<p>The Committee was reconstituted with available directors to comply with the requirement to the maximum possible extent.</p>	<p>Being a Listed Central Public Sector Undertaking, the listed entity is waiting for the instruction of the Ministry</p>

	Company has complied with the requirements of regulation 19 (1) of LODR w.e.f 05/07/2023 by reconstituting Nomination and Remuneration Committee by inducting Mr. Munirathinam Chandran (Independent Director)	been covered in previous reports	<p>(a) the committee shall comprise of at least three directors</p> <p>(b) all directors of the committee shall be non-executive directors; and</p> <p>(c) at least two-thirds of the directors shall be independent directors.</p> <p>19 (2) The Chairperson of the nomination and remuneration committee shall be an independent director.</p>	<p>and Remuneration Committee, during the period from 26/05/2023 to 30/06/2023.</p> <p>Days of non-compliance: 36</p> <p>Fine - 72000</p>	<p>All the members on the Board are nominated by the Government and the non-compliance of provisions of Regulation 19 (1) and (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were due to reasons beyond the control of the Listed entity.</p> <p>Company has complied with the requirements of regulation 19 (1) and (2) of LODR w.e.f 05/07/2023 by reconstituting Nomination and Remuneration Committee by inducting Mr. Munirathinam Chandran (Independent Director)</p>	for necessary compliance
5	The Listed entity has appointed only three Independent Director during the quarter ended 30/09/2023.	The list of all observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports	<p>Regulation 17(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</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</p>	Non-compliance with the requirements pertaining to the composition of the Board of Directors, during the quarter ended 30/09/2023.	No fine is paid and the Company has requested for waiver of fine on the ground that, it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non-compliance of provisions of Regulation 17 (1) of SEBI (Listing Obligations and Disclosure	Being a Listed Central Public Sector Undertaking, the listed entity is waiting for the instruction of the Ministry for necessary compliance

			<p>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>Days of non-compliance: 92</p> <p>Fine- 460000</p>	<p>Requirements) Regulations, 2015 were due to reasons beyond the control of the Listed entity.</p> <p>The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>	
6	<p>Two Third of the members of the Audit Committee does not comprise of Independent Directors during the period from 01/07/2023 to 05/07/2023.</p> <p>Company has complied with the requirements of regulation 18(1) of LODR w.e.f 05/07/2023 by reconstituting Audit Committee by inducting Mr. Keda Tanaji Aher (Independent Director)</p>	<p>The list of all observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports</p>	<p>Regulation 18 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>(b) At least 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>Non-compliance with the requirements pertaining to the composition of the Audit Committee, during the period from 01/07/2023 to 05/07/2023.</p> <p>Days of non-compliance: 05</p> <p>Fine- 10000</p>	<p>The Committee was reconstituted with available directors to comply with the requirement to the maximum possible extent.</p> <p>All the members on the Board are nominated by the Government and the non-compliance of 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.</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>No fine is paid and the Company has requested for waiver of fine.</p> <p>Company has complied with the requirements of regulation 18(1) of LODR w.e.f 05/07/2023 by reconstituting Audit Committee by inducting Mr. Keda Tanaji Aher (Independent Director)</p>	
7	<p>All the members of the Nomination and Remuneration Committee are not non-executive directors and comprise of only one Independent Director during the period from 01/07/2023 to 05/07/2023.</p> <p>Company has complied with the requirements of regulation 19 (1) of LODR w.e.f 05/07/2023 by reconstituting Nomination and Remuneration Committee by inducting Mr. Munirathinam Chandran (Independent Director)</p>	<p>The list of all observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports</p>	<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 at least three directors</p> <p>(b) all directors of the committee shall be non-executive directors; and</p> <p>(c) at least two-thirds of the directors shall be independent directors.</p>	<p>Non-compliance with the requirements pertaining to the composition of the Nomination and Remuneration Committee, during the period from 01/07/2023 to 05/07/2023.</p> <p>Days of non-compliance: 5</p> <p>Fine- 10000</p>	<p>The Committee was reconstituted with available directors to comply with the requirement to the maximum possible extent.</p> <p>All the members on the Board are nominated by the Government and the non-compliance of provisions of Regulation 19 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were due to reasons beyond the control of the Listed entity.</p> <p>Company has complied with the requirements of regulation 19 (1) of LODR w.e.f 05/07/2023 by reconstituting Nomination and</p>	<p>Being a Listed Central Public Sector Undertaking, the listed entity is waiting for the instruction of the Ministry for necessary compliance.</p>

					Remuneration Committee by inducting Mr. Munirathinam Chandran (Independent Director)	
8	The Listed entity has appointed only three Independent Director during the quarter ended 31/12/2023.	The list of all observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports	<p>Regulation 17(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</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>Non-compliance with the requirements pertaining to the composition of the Board of Directors, during the quarter ended 31/12/2023.</p> <p>Days of non-compliance: 92</p> <p>Fine - 460000</p>	<p>No fine is paid and the Company has requested for waiver of fine on the ground that, it is a Central Public Sector Undertaking and all the members on the Board are nominated by the Government and the non-compliance of 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.</p> <p>The Listed Entity has also made representation before the Central Government for taking necessary steps for appointment of directors to the Board.</p>	Being a Listed Central Public Sector Undertaking, the listed entity is waiting for the instruction of the Ministry for necessary compliance
9	Hundred percent of the shareholding of promoters and promoter group are not	The list of all observations in the reports pertaining to	Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	700 shares held by the promoter and promoter	Based on the request by the Company, the Government of India-Ministry of Chemicals	Company has now dematerialized the shares.

	maintained in dematerialized form.	the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board	group are not maintained in dematerialized form.	and Fertilizers Department of Fertilizers by order no.F.No.19041/02/2024-PSU (E.36329) dated 09.04.2024 has directed the company to transfer 700 shares from Government nominated shareholders to the President of India and take necessary action for dematerialisation of shares. The Company is taking necessary steps to demat.	
10	The Company has provided reply to clarification raised	The list of all observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports	<p>Regulation 30 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>The listed entity shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.</p> <p>Following queries has come from NSE:</p> <ol style="list-style-type: none"> 1. Clarification dated 12/04/2023 - "The Exchange has sought clarification from Fertilizers and Chemicals Travancore Limited with respect to 	Nil	The Company has provided reply to clarification raised	The Company has provided reply to clarification raised.

			<p>announcement dated 03-Mar-2023, regarding " Fertilizers and Chemicals Travancore Limited has informed the Exchange regarding Appointment of Mr Dr. Jayachandran K as Director (Technical) of the company w.e.f. March 03, 2023.". On basis of above the Company is required to clarify following: 1. Brief profile (in case of appointment)2. Disclosure of relationships between directors (in case of appointment of a director),3. SEBI debarred statement. The response of the Company is awaited."</p> <p>2. Clarification dated 26/09/2023 – "The Exchange has sought clarification from Fertilizers and Chemicals Travancore Limited with respect to announcement dated 27-Feb-2023, regarding " Fertilizers and Chemicals Travancore Limited has informed the Exchange regarding</p>			
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			<p>Cessation of Ms Deepika Jain as Govt Nominee Director of the company w.e.f. February 27, 2023." On basis of above the Company is required to clarify following: 1. Date of appointment/cessation (as applicable) & term of appointment 2. Brief profile (in case of appointment) 3. Disclosure of relationships between directors (in case of appointment of a director). 4. Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The response of the Company is awaited."</p>			
11	No such declaration is seen submitted while publishing the annual audited financial results.	The list of all observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports	Second proviso to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Provided further that, in case of audit reports with unmodified opinion(s), the listed entity shall furnish a declaration to that effect to the Stock Exchange(s) while publishing the annual audited financial results	No such declaration is seen submitted while publishing the annual audited financial results.	Company will take steps to intimate Stock Exchange in future regarding unmodified opinion	Management response is self explanatory

12	No such disclosure made in the financial results published on 05/05/2023.	The list of all observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports	<p>Schedule IV - Part A (J) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>The listed entity shall disclose the following in respect of dividends paid or recommended for the year, including interim dividends:</p> <p>(i) amount of dividend distributed or proposed for distribution per share; the amounts in respect of different classes of shares shall be distinguished and the nominal values of shares shall also be indicated;</p> <p>(ii) where dividend is paid or proposed to be paid pro-rata for shares allotted during the year, the date of allotment and number of shares allotted, pro-rata amount of dividend per share and the aggregate amount of dividend paid or proposed to be paid on pro-rata basis.</p>	No such disclosure made in the financial results published on 05/05/2023.	It has been disclosed in outcome of meeting and will be complied with.	Management response is self explanatory
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II. We hereby report that, during the review period the compliance status of the listed entity with the following requirements is as detailed below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	Nil

2.	Adoption and timely updation of the Policies:		
	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 	Yes	Nil
	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/ circulars/guidelines issued by SEBI. 	Yes	Nil
3.	Maintenance and disclosures on Website:		
	<ul style="list-style-type: none"> The Listed entity is maintaining a functional website 	Yes	Nil
	<ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website 	Yes	Nil
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.	NA	Company does not have any subsidiary company.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of	Yes	Nil

	every financial year/during the financial year as prescribed in SEBI Regulations.		
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) in case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	Nil
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	Separate table of list of actions taken against the listed entity are disclosed under table I(a) of this report.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of auditor during the period under review.
13.	Additional non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	No additional non-compliance were observed for any SEBI regulation/circular/guidance note etc.

We further, report that the listed entity is not required to comply with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations as the Company does not have any Employee Benefit Schemes.

Assumptions and limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

UDIN: F013379G000514165

Peer Review Certificate No.2148 /2022

Firm Registration Number: L2016KE001600

For CaesarPintoJohn & Associates LLP

Company Secretaries

Tracy Tulassne Caesar

Partner

M.No: 13379

CP No: 15855

Kochi

30.05.2025