

**THE FERTILISERS AND
CHEMICALS TRAVANCORE LIMITED**

Registered Office: Eloor, Udyogamandal – 683 501, Kochi, Kerala

CIN: **L24129KL1943GOI000371**

Ph. 0484-2546486

Website : www.fact.co.in E-mail id: investors@factltd.com**NOTICE TO MEMBERS**

NOTICE is hereby given that the 80th Annual General Meeting of The Fertilisers and Chemicals Travancore Limited will be held on Friday the 27th September 2024, at 11.00 A.M., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024, and Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and Report of Auditors thereon and in this regard pass the following resolutions, as Ordinary Resolutions.
 - (a) RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon be and are hereby considered, approved and adopted.
 - (b) FURTHER RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the report of the Auditors thereon be and are hereby considered, approved and adopted.
2. To declare the Final Dividend of Re. 0.97 per equity share for the Financial Year 2023-24.

RESOLVED THAT a final dividend of Re. 0.97 (Ninety-seven paise) per share aggregating to Rs. 62,76,59,815 (Rupees Sixty Two Crore Seventy Six Lakh Fifty Nine Thousand Eight Hundred and Fifteen Only) on equity share capital of the Company for the year ended on 31st March 2024, as recommended by the Board, be and is hereby declared.
3. To fix the remuneration of Statutory Auditors and Branch Auditors for the Financial Year 2024-25 and in this regard, pass the following resolution as an Ordinary Resolution.

RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to fix remuneration of the Statutory Auditors and Branch Auditors appointed by the Comptroller and Auditor General of India for the Financial Year 2024-25.
4. To appoint Ms. Aparna S. Sharma, Director (DIN: 07798544) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of section 152 (6) (e) of the Companies Act, 2013, Ms. Aparna S Sharma, Director (DIN: 07798544), Joint Secretary, Department of Fertilizers, Ministry of Chemicals and Fertilizers, New Delhi, be and is hereby reappointed as a Director of the Company.

Special Business**5. To appoint Shri. Manoj Sethi (DIN: 00301439), as a Director on the Board of Directors of the Company.**

The Company has received notice in terms of Section 160 (1) of the Companies Act, 2013 proposing to appoint Shri. Manoj Sethi (DIN: 00301439) as a Director of the Company at this Annual General Meeting.

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

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Articles of Association of the Company, Shri. Manoj Sethi (DIN: 00301439), Joint Secretary and Financial Advisor, Department of Fertilizers, Ministry of Chemicals and Fertilizers, New Delhi, be and is hereby appointed as a Director of the Company.

6. Remuneration to Cost Auditors

To consider and if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014, the Cost Auditors appointed by the Board of Directors of the Company to conduct the Audit of the cost records of the Company for the Financial Year 2024-25 be paid the remuneration of Rs. 85,000/- plus out of pocket expenses (subject to a maximum of Rs. 10,000/-).

By Order of the Board of Directors

Sd/-

Susan Abraham

Company Secretary

M No. F6067

Place : Udyogamandal

Date : 04.09.2024

Registered Office:

Eloor, Udyogamandal – 683 501,
Kochi, Kerala

Ph. 0484-2546486

Website: www.fact.co.in

E-mail ID: investors@factltd.com

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2023 dated September 25, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars") and all other relevant Circulars issued from time to time, permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, MCA Circulars, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circulars, the 80th AGM of the Company is being held through VC/OAVM. The Corporate Office of the Company shall be deemed to be the venue for the AGM.
2. The relative explanatory statement required under Section 102 of the Companies Act, 2013 is given separately and relevant details regarding the Directors who are proposed to be appointed/re-appointed, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed to this Notice.

E-voting & Meeting

3. As per the provisions of the Companies Act 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the members will not be available. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. Annual Report for the year 2023-24 including the Audited Financial Statements for the year ended March 31, 2024, is being sent by e-mail to those Members whose e-mail addresses are registered with Company's RTA/ Depository Participants (DP). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.fact.co.in, website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL www.evotingindia.com.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the meeting. The link of the meeting shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis by following the procedure mentioned in the notice.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

Dividend

8. The Board of Directors of the Company at their meeting held on 16th May 2024 has recommended a final dividend of Re.0.97 per equity share for the Financial Year 2023-24. The Company has fixed Friday the 20th September, 2024 as the 'Record Date' for determining entitlement of members to receive final dividend, for the year ended March 31 2024, if approved at the AGM. The final Dividend, if approved by the members in the AGM, subject to deduction of tax at source, will be paid on or before 26th October 2024.
9. The dividend will be paid through electronic mode to those members whose bank account details are available. Members who hold physical shares may provide updated bank details by submitting a hard copy of the duly signed form ISR-1 along with relevant documents mentioned therein to Registrar and Transfer Agent (RTA) on or before 20th September 2024. The said form is available on <https://fact.co.in/home/Dynamicpages?MenuId=2950>
10. Pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/ HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as amended; SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible members holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or RTA on or before 20th September 2024.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc.

For shares held in demat mode: To their DPs.

For shares held in physical mode: To Purva Sharegistry India Pvt Ltd, Company's RTA, in the prescribed Form ISR-1. The said form is available at <https://fact.co.in/home/Dynamicpages?MenuId=2950>.

12. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company is taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of dividend. Members are requested to submit the relevant documents to determine the applicable TDS rate, on or before Friday the 20th September, 2024. Kindly note that no documents in respect of TDS would be accepted from members after Friday the 20th September, 2024. The applicable TDS provisions in accordance with the provisions of the Income Tax Act, 1961, for various categories, including Resident or Non Resident members are on the Company's website, <https://fact.co.in/>.
13. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Sundays and Public Holidays) during business hours up to the date of the Meeting. Members seeking to inspect such documents are requested to write to the Company at investors@factltd.com.
14. Members, who have not registered their e-mail IDs so far, are requested to register their e-mail IDs for receiving all communications from the Company electronically.
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019. Further Transmission / Transposition of securities shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's Registrar and Share Transfer Agents (RTA), Purva Sharegistry India Pvt. Ltd, for assistance in this regard. Address of RTA is as follows:

Purva Shareregistry India Pvt Ltd,

9 Shiv Shakti Ind. Estt, J R Boricha Marg,
 Lower Parel (East),
 Mumbai 400 011
 Email: support@purvashare.com

16. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. On request, the necessary forms can be obtained from the Company's RTA, Purva Shareregistry India Pvt Ltd. Members are requested to submit the said details to their DP in case the shares are held in demat mode and to Purva Shareregistry India Pvt Ltd in case the shares are held in physical mode. The relevant forms are available on the company's website at <https://fact.co.in/home/Dynamicpages?MenuId=2950>
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

Book Closure

18. The e-voting period begins on **24th September 2024 at 09.00 AM** and ends on **26th September 2024 at 05.00 PM**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Record Date (cut-off date) of **20th September 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The right of e-voting shall be reckoned as on the cut-off date. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
19. The Board of Directors of the Company has appointed Shri Vivek Kumar, Practising Company Secretary, Door No. 52/2066, 2nd Floor, Tharayathu, Valiyaparambil Road (Lane 14), Janatha Road, Vyttila, Ernakulam - 682019 as Scrutiniser to scrutinise the remote e-voting in a fair and transparent manner.
20. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email csvivekkumartg@gmail.com.
21. Members who vote prior to the meeting date through remote e-voting, would not be entitled to vote at the meeting.
22. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman, after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, CDSL and RTA, and will also be displayed on the Company's website, <https://fact.co.in/>
23. Any person who acquires shares of the company and becomes a member after the Notice is sent as of the cut-off date i.e., 20th September 2024, may obtain the login ID and password by sending a request at www.evotingindia.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual members holding shares in demat mode.

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above mentioned SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual members holding securities in Demat mode CDSL/NSDL is given below:

Type of members	Login Method
Individual members holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If the users are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. The user will have to enter the user ID and Password. After successful authentication, will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and the user will be able to see e-Voting page. Click on company name or e-Voting service provider name and the user will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/ Ideas DirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Member/Member' section. A new screen will open. The user will have to enter the User ID (i.e. sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual members (holding securities in demat mode) login through their Depository Participants (DP)	The user can also login using the login credentials of demat account through the Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, the user will be able to see e-Voting option. Once the user click on e-Voting option, the user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein the user can see e-Voting feature. Click on company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members in demat mode.

(ii) Login method for e-Voting and joining virtual meetings for **Physical members and members other than individual holding in Demat form.**

- 1) The members should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Members" module.
- 3) Now enter the 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.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If the users are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then the existing password is to be used.
- 6) If the users are a first-time user follow the steps given below:

	For Physical members and non-individual members holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) 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 users are required to mandatorily enter the 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 the users are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (v) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for **<The Fertilisers and Chemicals Travancore Limited>** on which the user chooses to vote.
- (vii) On the voting page, the user 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 assent to the Resolution and option NO implies dissent to the Resolution.
- (viii) Click on the "RESOLUTIONS FILE LINK" if the user wishes to view the entire Resolution details.
- (ix) After selecting the resolution to vote on, click 'SUBMIT.' A confirmation box will appear. If you want to confirm your vote, click 'OK.' To modify your vote, click 'CANCEL' and make the necessary changes
- (x) Once the user "CONFIRM" the vote on the resolution, user will not be allowed to modify the vote.
- (xi) The user can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

(xiv) Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.

- • Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians may also log on to www.evotingindia.com and register themselves in the “Corporates” module.
- • 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- • It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- • Alternatively, Non-Individual members may also send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csvivekkumartg@gmail.com or investors@factltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before 22nd September, 2024, mentioning their name, demat account number/folio number, email id, mobile number at investors@factltd.com. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before 22nd September, mentioning their name, demat account number/folio number, email id, mobile number at investors@factltd.com. The same will be replied by the Company suitably by email.
8. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
9. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members may be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id i.e. investors@factltd.com or support@purvashare.com
2. For Demat members - Please update the email id & mobile no. with the respective Depository Participant (DP)
3. For Individual Demat members – Please update the email id & mobile no. with the respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 225533.

All grievances connected with the facility for voting by electronic means may be addressed to:

*Mr. Rakesh Dalvi, Sr. Manager, (CDSL),
Central Depository Services (India) Limited,
A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compounds,
N M Joshi Marg,
Lower Parel (East), Mumbai - 400013*

Or send an email to helpdesk.evoting@cdslindia.com. Or contact at toll free no. 1800 225533

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

Item No. 5

As per Article 80 of the Articles of Association of the Company, the President of India shall have the right to nominate directors on the Board of Directors of the Company. Government of India, Ministry of Chemicals & Fertilisers, Department of Fertilisers, vide Order No.95/1/2019-HR PSU dated 06-12-2023, notified the appointment of Shri. Manoj Sethi (DIN: 00301439), Joint Secretary and Financial Advisor, Department of Fertilizers, Ministry of Chemicals and Fertilisers, New Delhi, as part-time Government Nominee Director on the Board of Directors of FACT. Shri. Manoj Sethi was appointed as an Additional Director on the Board of Directors of FACT on 14-12-2023. He will hold office till the conclusion of the 80th Annual General Meeting of the Company.

Notice has been received under section 160 of the Companies Act 2013, proposing the candidature of Shri. Manoj Sethi as Director. He will be liable to retire by rotation. Shri. Manoj Sethi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as a Director.

Except Shri. Manoj Sethi, to whom the resolution relates, no Director, Key Managerial Personnel of the Company or their relatives, is concerned or interested, in the resolution.

Details of Shri. Manoj Sethi whose appointment is proposed at item No. 5 are provided in the Annexure to

the Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the Ordinary Resolution set out as item no 5 of the Notice for approval of members.

Item 6

The Board has approved the appointment of M/s BBS & Associates, Cost Accountants, Cochin, as Cost Auditors to conduct the audit of cost accounts of the Company for the Financial Year 2024-25 on a remuneration of Rs. 85,000/- (Rs 65000/- for Cost Audit of Fertilisers and Rs. 20,000/- for Cost Audit of Caprolactam) plus out of pocket expenses (subject to a maximum of Rs. 10,000/-). As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act 2013, the remuneration approved by the Board of Directors has to be ratified subsequently by the members. Accordingly, the consent of the members is sought through an ordinary resolution for ratification of remuneration payable to the Cost Auditors for the Financial Year 2024-25.

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

The Board of Directors recommends the Ordinary Resolution set out as item 6 of the Notice for approval of members.

Annexure to the Notice dated 04.09.2024

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

Name	Ms Aparna S Sharma	Shri. Manoj Sethi
Age	56	56
Qualifications	Central Secretariat Service (CSS), MA (English)	Indian Civil Accounts Service
Experience/ Brief Resume	See Website https://fact.co.in/home/Dynamicpages?MenuId=4	See Website https://fact.co.in/home/Dynamicpages?MenuId=4
Terms & Conditions of Appointment	As per GOI Order No.95/1/2019-HR-PSU dated 01-09-2020, Ms. Aparna S Sharma was appointed as a part time Government Nominee Director	As per GOI Order No. 95/1/2019-HR PSU dated 06-12-2023, Shri. Manoj Sethi was appointed as a part time Government Nominee Director
Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the details on Skills/ Expertise/ Competencies of the Board of Directors in the Report on Corporate Governance	Please refer to the details on Skills/ Expertise/ Competencies of the Board of Directors in the Report on Corporate Governance
Remuneration	NIL	NIL
Date of First Appointment on the Board	30-09-2020	14-12-2023
Shareholding in the Company as on 31st March, 2024	NIL	NIL
Relationship / Other Directors/ Key Managerial Personnel	Not related to other Directors / Key Managerial Personnel	Not related to other Directors / Key Managerial Personnel
No. of Meetings of the Board attended during the year	FY 2023-24: 3 out of 4 meetings held FY 2024-25 (till the date of this Notice): 2 out of 2 meetings held	FY 2023-24: 1 out of 1 meeting held after his appointment FY 2024-25 (till the date of this Notice): 1 out of 2 meetings held
Directorship of other Boards as on 31st March, 2024	NIL	Yes - Hindustan Organic Chemicals Ltd
Membership/ Chairmanship of Committees of other Boards as on 31st March, 2024	NIL	NIL
Listed entities from which the Director has resigned from Directorship in the past three years	One - Rashtriya Chemicals and Fertilizers Limited	NIL