

## THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED

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

CIN: **L24129KL1943GOI000371**

Ph. 0484-2546486

Website : [www.fact.co.in](http://www.fact.co.in) E-mail id: [investors@factltd.com](mailto:investors@factltd.com)

### NOTICE TO MEMBERS

Notice is hereby given that the 81<sup>st</sup> Annual General Meeting of The Fertilisers and Chemicals Travancore Limited (FACT) will be held on Friday, the 26<sup>th</sup> September 2025, at 11.00 A.M.(IST), 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 31<sup>st</sup> March, 2025, 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 31<sup>st</sup> March, 2025 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 31<sup>st</sup> March, 2025 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 31<sup>st</sup> March, 2025 and the report of the Auditors thereon be and are hereby considered, approved and adopted.
2. To declare the Final Dividend of Re. 0.39 per equity share for the Financial Year 2024-25.
 

**RESOLVED THAT** a final dividend of ₹0.39 (Thirty-nine paise) per share aggregating to Rs.25,23,58,070 (Rupees Twenty Five Crore Twenty Three Lakh Fifty Eight Thousand Seventy Only) on equity share capital of the Company for the year ended on 31<sup>st</sup> March 2025, 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 2025-26 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 the remuneration of the Statutory Auditors and Branch Auditors appointed by the Comptroller and Auditor General of India (C&AG) for the financial year 2025-26.
4. To appoint Shri. Manoj Sethi, Director (DIN: 00301439) who retires by rotation at this Annual General Meeting and being eligible offers himself 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, Shri. Manoj Sethi, Director (DIN: 00301439), Joint Secretary and Financial Advisor, 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. Billeswar Sinha (DIN: 09393543), as an Independent Director of the Company.

The Company has received notice in terms of Section 160 (1) of the Companies Act, 2013 proposing Shri. Billeswar Sinha (DIN: 09393543) as an Independent 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 Special Resolution.

**RESOLVED THAT** pursuant to the provisions of section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV of the Act, and Articles of Association of the Company, Shri. Billeswar Sinha (DIN: 09393543) residing at VIII – Bhairabpur PO, Amarkanand Dist, Bankura, West Bengal – 722133, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of one year with effect from 5<sup>th</sup> May 2025, or until further orders, whichever is earlier, in terms of Letter No. 95/01/2025-HR-PSU (e-38792) dated 16<sup>th</sup> May 2025 issued by Ministry of Chemicals and Fertilizers.

### 6. To appoint Dr. Aruna Kamineni (DIN: 09591742), as an Independent Director of the Company.

The Company has received notice in terms of Section 160 (1) of the Companies Act, 2013 proposing Dr. Aruna Kamineni (DIN: 09591742) as an Independent 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 Special Resolution.

**RESOLVED THAT** pursuant to the provisions of section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV of the Act, and Articles of Association of the Company, Dr. Aruna Kamineni (DIN: 09591742) residing at Venkat Kamineni Hospital, Besides Fisheries Department, Hospet Road, Bellary, Karnataka – 583104, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby elected as an Independent Director of the Company for a period of one year with effect from 5<sup>th</sup> May 2025, or until further orders, whichever is earlier, in terms of Letter No. 95/01/2025-HR-PSU (e-38759) dated 16<sup>th</sup> May 2025 issued by Ministry of Chemicals and Fertilizers.

### 7. To appoint Shri. Santosh Kumar (DIN:11228100), 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. Santosh Kumar (DIN:11228100) 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. Santosh Kumar (DIN: 11228100), Chief Controller of Accounts, Department of Fertilizers, Ministry of Chemicals and Fertilizers, New Delhi, be and is hereby appointed as a Director of the Company.

**8. Appointment of M/s. SVJS & Associates, Practicing Company Secretaries (ICSI Unique Code: P2008KE017900) as Secretarial Auditors of the Company.**

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

**RESOLVED THAT** pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, M/s. SVJS & Associates, Practicing Company Secretaries (ICSI Unique Code: P2008KE017900), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive years from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes as may be fixed by the Board of Directors of the Company.

**9. Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 and creation of Charge on movable and immovable properties of the company in respect of borrowing.**

To consider increase in the borrowing limits of the company and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

**RESOLVED THAT** in supersession of the Special Resolution passed by the shareholders through Postal Ballot on 16.03.2016, and with retrospective effect to cover borrowings made thereafter, the consent of the Members be and is hereby accorded to the Board of Directors of the Company, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Article 47 of the Articles of Association of the Company, to borrow monies from time to time, as may be deemed requisite and proper for financing working capital requirements, for acquisition of capital assets and / or for any other requirement, provided that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs. 5,000 Crores (Rupees Five Thousand Crores only)

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable, including creation of charge through mortgage, hypothecation or by any other mode and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.

**10. Ratification of remuneration to Cost Auditors for financial year ending 31st March, 2026.**

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 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. BBS & Associates, Cost Accountants (Firm Registration No.: 00273), appointed by the Board of Directors on the recommendation of the

Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2026, amounting to ₹1,05,000/- (₹ 85000 for Fertilizers and ₹ 20000 for Caprolactam) plus out of pocket expenses (subject to a maximum of ₹ 10,000/-) incurred in connection with the aforesaid audit, be and is hereby ratified.

By Order of the Board of Directors

Sd/-

**Susan Abraham**

Company Secretary

M No. FCS 6067

Place: Udyogamandal

Date: 02.09.2025

**Registered Office:**

Eloor, Udyogamandal – 683 501,  
Kochi, Kerala

Ph. 0484-2546486

Website: [www.fact.co.in](http://www.fact.co.in)

E-mail: [investors@factltd.com](mailto:investors@factltd.com)

**Notes:**

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars") and all other relevant Circulars issued from time to time, has 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 81<sup>st</sup> 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 pursuant to the MCA Circulars read with the SEBI Circulars, through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM. 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. In compliance with the MCA/ SEBI Circulars, Notice of the 81<sup>st</sup> AGM along with the Annual Report for the financial year 2024-25 including the audited financial statements for the year ended March 31, 2025, is being sent by e-mail to Members whose e-mail addresses are registered with Company's RTA/ Depository Participants (DP) and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholders who have not registered their e-mail address with the Company / Registrar and Transfer Agent/ Depositories / Depository Participants. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <https://fact.co.in/>, website of the Stock Exchange i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.evotingindia.com](http://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 the MCA Circulars, 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. Facility to join the meeting shall be open thirty (30) minutes before the scheduled time of the meeting and shall be kept open throughout the proceedings of the Meeting.

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 13<sup>th</sup> August 2025 has recommended a final dividend of Re.0.39 per equity share for the financial year 2024-25. The Company has fixed Friday the 19<sup>th</sup> September, 2025 as the 'Record Date' for determining entitlement of members to receive final dividend, for the year ended March 31 2025, 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 25<sup>th</sup> October 2025.
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 19<sup>th</sup> September 2025. 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/2024/81 dated June 10, 2024, 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 19<sup>th</sup> September 2025.
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.
  - a. **For shares held in demat mode:** To their DPs.
  - b. **For shares held in physical mode:** To PurvaSharegistry India Pvt Ltd, (Company's RTA), in the prescribed Form ISR-1. The said form is available at <https://fact.co.in/home/Dynamic pages?MenuId=2950>.
12. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends 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 19<sup>th</sup> September, 2025. Kindly note that no documents in respect of TDS would be accepted from members after Friday the 19<sup>th</sup> September, 2025. 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 this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to [investors@factltd.com](mailto: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), PurvaShareregistry 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

E-mail: [support@purvashare.com](mailto: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, PurvaShareregistry 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 PurvaShareregistry 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 **23<sup>rd</sup> September 2025** at **09.00 AM** and ends on **25<sup>th</sup> September 2025** 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 **19<sup>th</sup> September, 2025** may cast their vote electronically. The e-voting module for voting shall be disabled by CDSL 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 M/s. DV & Associates, Company Secretaries, Door No. 52/2066, 2nd Floor, Tharayathu, Valiyaparambil Road (Lane 14), Janatha Road, Vyttila, Ernakulam- 682019 as Scrutinizer to scrutinize 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](mailto: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., 19<sup>th</sup> September 2025, may obtain the login ID and password by sending a request at [www.evotingindia.com](http://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 shareholders 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.

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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual members holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 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 &amp; voting during the meeting.</li> </ol>



Type of members	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/ Ideas DirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ Ideas DirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 'Shareholder/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 &amp; voting during the meeting.</p> <p>4) For OTP based login the user can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. The User will have to enter the 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual members (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 clicks 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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual members holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://www.evotingindia.com).

- 2) Click on “Shareholders / 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](http://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:

	<b>For Physical members and non-individual members holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) I 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 <b>OR</b> 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. I 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.

### Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.

- I Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians may also log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- I A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- I 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.
- I The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- I 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.
- I 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](mailto:csvivekkumartg@gmail.com) or [investors@factltd.com](mailto: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 21<sup>st</sup> September 2025 mentioning their name, demat account number/folio number, email id, mobile number at [investors@factltd.com](mailto:investors@factltd.com).
8. 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 21<sup>st</sup> September 2025 mentioning their name, demat account number/folio number, email id, mobile number at [investors@factltd.com](mailto:investors@factltd.com). The same will be replied by the company suitably by email.
9. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
10. 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.

11. 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](mailto:investors@factltd.com) or [support@purvashare.com](mailto: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 write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

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](mailto:helpdesk.evoting@cdslindia.com) Or contact at toll free no. 1800 21 09911.

**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**

Government of India, Ministry of Chemicals & Fertilizers, Department of Fertilizers vide Order No.95/01/2025-HR-PSU (e-38792) dated 16<sup>th</sup> May, 2025 notified the appointment of Shri. Billeswar Sinha (DIN: 09393543) residing at VIII – Bhairabpur PO, Amarkanand Dist, Bankura, West Bengal - 722133 as a Non Official Independent Director on the Board of Directors of FACT. Shri. Billeswar Sinha was appointed as an Additional Director (Independent) on the Board of Directors of FACT. He will hold office till the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company.

In the opinion of the Board of Directors, Shri. Billeswar Sinha fulfills conditions specified for appointment as Independent Director of the company as per the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Shri. Billeswar Sinha, to whom the resolution relates, none of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested in the resolution.

Details of Shri. Billeswar Sinha 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 Special Resolution set out as Item No.5 of the Notice for approval of the members.

**Item No. 6**

Government of India, Ministry of Chemicals & Fertilizers, Department of Fertilizers vide Order No.95/01/2025-HR-PSU (e-38759) dated 16<sup>th</sup> May, 2025 notified the appointment of Dr. Aruna Kamineni (DIN: 09591742) residing at Venkat Kamineni Hospital, Beside Fisheries Department, Hospet Road Bellary, Karnataka – 583104, as a Non Official Independent Director on the Board of Directors of FACT. Dr. Aruna Kamineni was appointed as an Additional Director (Independent) on the Board of Directors of FACT. She will hold office till the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company.

In the opinion of the Board of Directors, Dr. Aruna Kamineni fulfills conditions specified for appointment as Independent Director of the company as specified in the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Dr. Aruna Kamineni, to whom the resolution relates, none of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested in the resolution.

Details of Dr. Aruna Kamineni 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 Special Resolution set out as Item No.6 of the Notice for approval of the members.

**Item No. 7**

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 (Part-2) (e-31042) dated 17-07-2025, notified the appointment of Shri. Santosh Kumar (DIN: 11228100), Chief Controller of Accounts, Department of Fertilizers, Ministry of Chemicals and Fertilisers, New Delhi, as part-time Government Nominee Director on the Board of Directors of FACT. Shri. Santosh Kumar was appointed as an Additional Director on the Board of Directors of FACT on 06.08.2025. He will hold office till the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company.

Notice has been received under section 160 of the Companies Act 2013, proposing the candidature of Shri. Santosh Kumar as a Director. He will be liable to retire by rotation. Shri. Santosh Kumar 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. Santosh Kumar, to whom the resolution relates, none of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested in the resolution.

Details of Shri. Santosh Kumar 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.7 of the Notice for approval of members.

**Item No. 8**

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations from financial year 2025-26 onwards, a Company is required to appoint Peer Reviewed Secretarial Auditor (if individual then for not more than one term of five consecutive years and if a firm then for not more than two terms of five consecutive years), with the approval of the Shareholders in the Annual General Meeting.

In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 13<sup>th</sup> August 2025, has approved the appointment of M/s.SVJS & Associates, Practicing Company Secretaries (Firm Registration No. P2008KE017900) as the Secretarial



Auditors for a term of five (5) consecutive years commencing from the conclusion of 81<sup>st</sup> AGM till the conclusion of 86<sup>th</sup> AGM, subject to the approval of the members. SVJS & Associates is a firm of Practicing Company Secretaries, established in the year 2008, headed by 5 partners; and a total workforce of over 55 members. The firm is primarily engaged in areas of secretarial and legal, Start-up exclusive services, Accounting & Taxation, NGO compliance, Governance & Management, ADR, Education & Training and Human Resource Management & Training. The firm is registered with the ICSI and holds Peer Review Certificate no. 6215/2024 issued by the Peer Review Board of ICSI.

M/s.SVJS & Associates have also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations and have expressed their willingness to accept the appointment upon approval.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested in the resolution.

The Board of Directors recommends the Ordinary Resolution set out as Item No.8 of the Notice for approval of members.

#### **Item No. 9**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The shareholders of the Company on 16<sup>th</sup> March 2016, through Postal Ballot authorised the Board of Directors to raise through borrowings, loans, overdraft, cash credit, etc. upto Rs. 3500 crores. The outstanding Government of India loan along with the interest accrued as on 31.03.2025, has exceeded Rs. 3500 crores. Considering this and in view of the company's expansion plans and to meet other financial requirements, if any, in future it is required to increase the borrowing limits to provide sufficient flexibility to the Board in arranging funds,

It is therefore proposed to increase the borrowing limit from the current level of Rs. 3500 crore to Rs. 5000 crore.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested in the resolution.

The Board of Directors recommends the Special Resolution set out as Item No.9 of the Notice for approval of members.

#### **Item No. 10**

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 2025-26 on a remuneration of Rs. 1,05,000/- (Rs 85000/- 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 2025-26.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested in the resolution.

The Board of Directors recommends the Ordinary Resolution set out as Item No.10 of the Notice for approval of members.

### **Annexure to the Notice dated 02.09.2025**

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

<b>Name</b>	<b>Shri. Manoj Sethi</b>	<b>Shri. Billeswar Sinha</b>	<b>Dr. Aruna Kamineni</b>	<b>Shri. Santosh Kumar</b>
<b>DIN</b>	00301439	09393543	09591742	11228100
<b>Category of Director</b>	Government Nominee Director	Independent Director	Independent Director	Government Nominee Director
<b>Age</b>	57 years	45 years	59 years	56 years
<b>Qualifications</b>	Indian Civil Accounts Service	B.A, LLB	MBBS, MS (Gen. Surgery), FAMS, FIAGES, FACRSI	Indian Civil Accounts Service
<b>Experience/ Brief Resume</b>	See Website <a href="https://fact.co.in/home/Dynamicpages?MenuId=4">https://fact.co.in/home/Dynamicpages?MenuId=4</a>	See Website <a href="https://fact.co.in/home/Dynamicpages?MenuId=4">https://fact.co.in/home/Dynamicpages?MenuId=4</a>	See Website <a href="https://fact.co.in/home/Dynamicpages?MenuId=4">https://fact.co.in/home/Dynamicpages?MenuId=4</a>	See Website <a href="https://fact.co.in/home/Dynamicpages?MenuId=4">https://fact.co.in/home/Dynamicpages?MenuId=4</a>
<b>Terms &amp; Conditions of Appointment</b>	The Govt. of India has appointed Shri. Manoj Sethi as a part time Government Nominee Director vide Order No. 95/1/2019-HR PSU dated 06-12-2023.	The Govt. of India has appointed Shri. Billeswar Sinha as a Non-Official Independent Director vide Order No. 95/1/2025-HR-PSU (e-38792) dated 16-05-2025.	The Govt. of India has appointed Dr. Aruna Kamineni as a Non-Official Independent Director vide Order No. 95/1/2025-HR-PSU (e-38759) dated 16-05-2025.	The Govt. of India has appointed Shri. Santosh Kumar as a part time Government Nominee Director vide Order No. 95/1/2019-HR PSU (e-31042) dated 17-07-2025.
<b>Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements</b>	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.	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.
<b>Remuneration</b>	NIL	Sitting fees for attending meetings of the Board and Sub Committees of the Board	Sitting fees for attending meetings of the Board and Sub Committees of the Board	NIL

Date of First Appointment on the Board	14-12-2023	05-05-2025	05-05-2025	06-08-2025
Shareholding in the Company as on 31st March, 2025	NIL	NIL	NIL	NIL
Relationship / Other Directors/ Key Managerial Personnel	Not related to other Directors / Key Managerial Personnel	Not related to other Directors / Key Managerial Personnel	Not related to other Directors / Key Managerial Personnel	Not related to other Directors / Key Managerial Personnel
No. of Meetings of the Board attended during the year 2024-25	3 out of 5 meetings held during the year 2024-25.	NA	NA	NA
Directorship of other Boards as on 31st March, 2025	<b>Public Companies:</b> Hindustan Organic Chemicals Ltd	NIL	NIL	NIL
Membership/ Chairmanship of Committees of other Boards	NIL	NIL	NIL	NIL
Listed entities from which the Director has resigned from Directorship in the past three years	NIL	ITI Limited	NIL	NIL