

**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 SHAREHOLDERS

NOTICE is hereby given that the 79th Annual General Meeting of the members of The Fertilisers And Chemicals Travancore Limited will be held on Friday the 29th September 2023, at 11.00A.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, 2023, 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, 2023 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, 2023 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, 2023 and the report of the Auditors thereon be and are hereby considered, approved and adopted.
2. To declare the Final Dividend of ₹1 per equity share for the Financial Year 2022-23 and in this regard pass the following resolution, as ordinary resolution.
RESOLVED THAT a final dividend of ₹1 (Rupee One) per share aggregating to ₹ 64,70,71,974 (Rupees Sixty Four Crore Seventy Lakh Seventy One Thousand Nine Hundred Seventy Four only) on equity share capital of the Company for the year ended on 31 March 2023, 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 2023-24 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 2023-24.
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. Taranjit Singh(DIN: 10278060), 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 Taranjit Singh (DIN: 10278060) 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. Taranjit Singh (DIN: 10278060), Chief Controller of Accounts, Ministry of Chemicals and Fertilizers, Department of Fertilizers, New Delhi, be and is hereby appointed as a Director of the Company.

6. To appoint Shri. M Chandran (DIN: 07817614) 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 M Chandran (DIN: 07817614) 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 other applicable provisions of the Companies Act 2013 and the rules made thereunder read with Schedule IV of the Act, and Articles of Association of the Company, Shri. M Chandran (DIN: 07817614) House No 20/43, Syed Abdulla Street, Mount Road, Anna Salai, Chennai, Tamilnadu, India- 600002, 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 three years w.e.f 20.06.2023 or until further orders, whichever is earlier, in terms of letter no. 78/2/2006-HR-1(pt.III) dated 20.06.2023 issued by the Ministry of Chemicals & Fertilizers.

7. To appoint Shri. Keda Tanaji Aher (DIN: 07126654), 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. Keda Tanaji Aher (DIN: 07126654) 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 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. Keda Tanaji Aher (DIN: 07126654) Tirupati Niwas, Malegoan Road, Daulat Nagar, Deola, Nashik, Maharashtra India- 423102, 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 three years w.e.f 20.06.2023 or until further orders, whichever is earlier, in terms of letter no. 78/2/2006-HR-1(pt.III) dated 20.06.2023 issued by the Ministry of Chemicals & Fertilizers.

8. 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 2023-24 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

Place : Udyogamandal

Date : 05.09.2023

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 circular dated 28th December 2022 read with circular dated 20th May 2020 has permitted to conduct 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 aforesaid circular, the AGM of the Company will be held through VC/OAVM.

The Deemed Venue for the 79th AGM shall be the Corporate Office of the Company.

2. 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.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the time scheduled for commencement of the meeting. Members can also join the meeting within 15 minutes of the commencement of the meeting.
4. 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.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not 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.
6. In compliance with the MCA Circulars and SEBI Circulars dated May 12, 2020 and January 15, 2021 Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.fact.co.in, website of the National Stock Exchange of India Limited at www.nseindia.com, and on the website of CDSL <https://www.evotingindia.com>.
7. The Board of Directors of the Company at their meeting held on 05th May 2023 has recommended a final Dividend of ₹1 per equity share (i.e. 10% of the paid up equity share capital) for the Financial Year 2022-23. The Company has fixed Friday, 22nd September, 2023 as the 'Record Date' for determining entitlement of members to receive final Dividend, for the year ended March 31 2023, 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 / dispatched on or before 28th October 2023.
8. The dividend will be paid through electronic mode to those members whose updated bank account details are available. For members whose bank account details are not provided/updated, dividend warrants / demand drafts will be sent to their registered address. To avoid delay in receiving dividend, members are requested to register / update their bank account details.
9. Members may send their requests for change / updation of address, bank account details, email address, nominations, etc.: (i) For shares held in dematerialised form - to their respective Depository Participant; (ii) For shares held in physical form - to the Registrar & Transfer Agents ("RTA").
10. 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, 22nd September, 2023. Kindly note that no documents in respect of TDS would be accepted from members after Friday, 22nd September, 2023.
11. The relative explanatory statement required under Section 102 of the Companies Act, 2013 is given separately.
12. 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.
13. 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.
14. SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated the submission of PAN, KYC and nomination details by members holding shares in physical form by 30th September, 2023.
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. 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 Sharegistry India Pvt Ltd,

9 Shiv Shakti Ind. Estt, J R Boricha Marg,

Lower Parel (East), Mumbai 400 011

Tel. : 2301 2518 / 2301 6761.

E-mail : support@purvashare.com

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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 code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form, so that dividend when made through NECS/Dividend Warrants can capture the updated particulars.
17. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for 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. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA in case the shares are held in physical form- Form SH-14 for making changes to their nomination details and Form ISR-3 to opt out of nomination along with the relevant documents to RTA. The relevant forms are available on the company's website at <https://fact.co.in/home/Dynamicpages?MenuId=2950>
18. 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.
19. Members seeking any information with regard to the accounts, are requested to write to the Company on or before 22nd September 2023 through email on investors@factltd.com.
20. The e-voting period begins on **26th September 2023** at **09.00 AM** and ends on **28th September 2023** at **05.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Record Date (cut-off date) of **22nd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
21. The Board of Directors of the Company has appointed Shri M.C. Sajumon, Practising Company Secretary, 68/567-C, Kombara Marriott, St.Benedict Road (West End), Kombara, Ernakulam North P.O, Kochi-682018 as Scrutiniser to scrutinise the remote e-voting in a fair and transparent manner.
22. Institutional / Corporate Shareholders (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 through its registered email address to, cfccochoin@gmail.com.
23. Shareholders who vote prior to the meeting date through remote e-voting, would not be entitled to vote at the meeting.

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 shareholders 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. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual Shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you 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.nsd.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. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your 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/ IdeasDirectReg.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 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your 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 above-mentioned website.

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

Login type	Helpdesk details
Individual Shareholders 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 Shareholders 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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders 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 you 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 your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) j Shareholders 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. j 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) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders 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 you choose to vote.
- (vii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, if you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You 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 a provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
j Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to

log on to www.evotingindia.com and register themselves in the “Corporates” module.

- j A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- j 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.
- j The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- j It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- j Alternatively Non Individual shareholders are required mandatory to 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 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 SHAREHOLDERS 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. Shareholders 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. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, shareholders 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 (five) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@factltd.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 (five) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@factltd.com. These queries will be replied to by the company suitably by email.
8. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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 shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For shareholders holding shares in physical mode - please provide necessary details like Folio No., Name of shareholder, 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 the RTA's email id support@purvashare.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your 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 or contact at toll free no. 1800 22 55 33

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 call toll free no. 1800 22 55 33.

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 & Fertilisers, Department of Fertilisers, vide Order No.95/1/2019-HR PSU dated 04-08-2023, notified the appointment of Shri. Taranjit Singh (DIN: 10278060), Chief Controller of Accounts, Department of Fertilizers, Ministry of Chemicals and Fertilizers, New Delhi, as part-time Government Nominee Director on the Board of Directors of FACT. In order to comply with the provisions of Companies Act 2013, Shri.Taranjit Singh was appointed as an Additional Director on the Board of Directors of FACT. He will hold office till the conclusion of the 79th Annual General Meeting of the Company.

Notice has been received under section 160 of the Companies Act 2013, proposing the candidature of Shri. Taranjit Singh as Director. He will be liable to retire by rotation. Shri Taranjit Singh 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. Taranjit Singh, 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.Taranjit Singh 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) Regulation, 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 shareholders.

Item No. 6

Government of India, Ministry of Chemicals & Fertilisers, Department of Fertilizers vide Order No. F.No.78/2/2006-HR-I (pt. III) dated 20th June, 2023 notified the appointment of Shri. M Chandran (DIN: 07817614) New No 43/ Old No 20, Syed Abdulla Street, Mount Road, Anna Salai, Chennai-600002, as Non-Official Independent Director on the Board of Directors of FACT. In order to comply with the provisions of Companies Act 2013, Shri. M Chandran was appointed as Additional Director (Independent) on the Board of Directors of FACT. He will hold office till the conclusion of the 79th Annual General Meeting of the Company.

In the opinion of the Board of Directors, Shri. M Chandran fulfills the 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 Shri. M Chandran, 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 Director whose appointment as Independent Director is proposed at item No. 6, is 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 at item 6 of the Notice for approval of shareholders.

Item No. 7

Government of India, Ministry of Chemicals & Fertilizers, Department of Fertilizers vide Order No. F.No.78/2/2006-HR-I (pt. III) dated 20th June, 2023 notified the appointment of Shri Keda Tanaji Aher (DIN: 07126654) House No. 203, Tirupati Niwas, Malegoan Road, Daulat Nagar, Tal/ Post – Deola, Distt- Nashik, Maharashtra-423102, as Non-Official Independent Director on the Board of Directors of FACT. In order to comply with the provisions of Companies Act 2013, Shri Keda Tanaji Aher was appointed as Additional Director (Independent) on the Board of Directors of FACT. He will hold office till the conclusion of the 79th Annual General Meeting of the Company.

In the opinion of the Board, Shri Keda Tanaji Aher fulfills the 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 Shri Keda Tanaji Aher, 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 Director whose appointment as Independent Director is proposed at item No. 7, is provided in the Annexure to the Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 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 at item 7 of the Notice for approval of shareholders.

Item 8

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 2023-24 on a remuneration of ₹ 85,000/- (₹65,000 for Cost Audit of Fertilisers and ₹ 20,000/- for Cost Audit of Caprolactam) plus out of pocket expenses (subject to a maximum of ₹ 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 shareholders. 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 2023-24.

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 8 of the Notice for approval of shareholders.

Annexure to the Notice dated 05-09-2023

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

Name	Ms Aparna S Sharma	Shri. Taranjit Singh	Shri. M Chandran	Shri. Keda Tanaji Aher
Age	56	56	62	52
Qualifications	Central Secretariat Service (CSS), MA (English)	Indian Civil Accounts Service	Bsc. Mathematics	Bachelor of Arts and Bachelor of Physical Education
Experience/ Brief Resume	See Website https://fact.co.in/home/Dynamicpages?MenuId=4	See Website https://fact.co.in/home/Dynamicpages?MenuId=4	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 04-08-2023, Shri. Taranjit Singh was appointed as a part time Government Nominee Director	As per GOI Order F No.78/2/2006-HR-I (pt. III), Shri. M Chandran was appointed as a non-official Independent Director	As per GOI Order F No.78/2/2006-HR-I (pt. III), Shri. Keda Tanaji Aher was appointed as a non-official Independent Director
Remuneration	NIL	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
Date of First Appointment on the Board	30-09-2020	14-08-2023	23-06-2023	23-06-2023
Shareholding in the Company as on 31st March, 2023	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 2022-23	3	0	0	0
Directorship of other Boards as on 31st March, 2023	NIL	NIL	Bhgala Livelihood Finserv Limited	1. Mahaswarajya Farmers Producer Company Limited 2. Deola Agro Producer Company Limited
Membership/ Chairmanship of Committees of other Boards as on 31st March, 2023	NIL	NIL	NIL	NIL