



THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED

CIN: L24129KL1943GOI000371

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

Phone: 0484-2546486

Website: www.fact.co.in E-mail: investors@factltd.com

NOTICE TO MEMBERS

Notice is hereby given that the 82nd Annual General Meeting of The Fertilisers and Chemicals Travancore Limited (FACT) will be held on Tuesday, **the 29th September 2026**, 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 the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 and in this regard pass the following resolution as an Ordinary Resolution:

RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with the report of the Board of Directors, the Auditor's Report thereon and the Comments of the Comptroller and Auditor General of India, be and are hereby approved and adopted.

2. To fix the remuneration of Statutory Auditors and Branch Auditors for the Financial Year 2026-27 and in this regard, pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 142 and other applicable provisions if any, of the Companies Act, 2013, 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 2026-27.

3. To appoint a director in place of Shri. Manoj Sethi (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, (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.

4. To appoint a director in place of Shri. Santosh Kumar (DIN : 11228100) 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. 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.

Special Business

5. To appoint **Shri. Narpat Singh Rathore (DIN: 11891786), as an Independent Director of the Company.**

To consider and if thought fit, pass with or without modification(s), the following resolution as a 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 thereunder read with Schedule



IV of the Act, and Articles of Association of the Company, Shri. Narpat Singh Rathore (DIN: 11891786) residing at House No. 1, Jain Colony, Main Laxmi Nagar Road, Paota B Road, Jodhpur (Raj.) - 342006., 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 with effect from date of notification of appointment, or until further orders, whichever is earlier, in terms of Letter No. 95/01/2025(vii)-HR-PSU (e-38759) dated 13th August 2026 issued by the Ministry of Chemicals and Fertilizers.

6. To appoint Shri. Ramawatar Rajgarhia (DIN: 00507738), as an Independent Director of the Company.

To consider and if thought fit, pass with or without modification(s), the following resolution as a 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. Ramawatar Rajgarhia (DIN: 00507738) residing at Flat No- 1001, Panchwati Waxpol, Kanke Road, Ranchi Pin- 834008 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 year with effect from date of notification of appointment, or until further orders, whichever is earlier, in terms of Letter No. 95/01/2025(viii)-HR-PSU(e-38759) dated 13th August 2026 issued by the Ministry of Chemicals and Fertilizers.

7. Ratification of Remuneration to Cost Auditors for financial year ending 31st March, 2027.

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. Rajendran, Mani & Varier Cost Accountants, 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 31st March, 2027, amounting to ₹1,05,000/- 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

Place: Udyogamandal
Date: 05-09-2026

Registered Office:

Eloor, Udyogamandal – 683 501,
Kochi, Kerala
Ph. 0484-2546486
Website: www.fact.co.in
E-mail: investors@factltd.com

Sd/-
Susan Abraham
Company Secretary
M No. FCS 6067

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. 03/2025 dated 22nd September, 2025 and various Circulars 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 82nd 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 82nd AGM along with the Annual Report for the financial year 2025-26 including the audited financial statements for the year ended March 31, 2026, is being sent by e-mail to Members whose e-mail addresses are registered with Company's RTA / Depository Participants (DP) and as letter, 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 2025-26 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 and on the website of CDSL at 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.
8. Relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members one hour before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investors@factltd.com.
9. 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.
10. The e-voting period begins on **26th September 2026 at 09.00 AM** and ends on **28th September 2026 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 **22nd September, 2026** 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.
11. 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.
12. 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.
13. 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., 22nd September, 2026, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com
14. 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 Scrutiniser to scrutinize the remote e-voting in a fair and transparent manner.
15. 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

16. Members who vote prior to the meeting date through remote e-voting, would not be entitled to vote at the meeting.
17. 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/>
18. 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 24th September 2026 mentioning their name, demat account number/folio number, email id and mobile number at investors@factltd.com
19. 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 24th September 2026 mentioning their name, demat account number/folio number, email id and mobile number at investors@factltd.com. The same will be replied by the company suitably by email.
20. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.

General Shareholder Information.

21. 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 Purva Shareregistry 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>
22. 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.
23. 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 Shareregistry 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



24. 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 Sharegistry 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 Sharegistry 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>

THE INTRUCTIONS FOR MEMBERS 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.

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.

Pursuant to abovesaid 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	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 & My Easi New (Token) Tab. 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 & 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.

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	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 & My Easi New (Token) 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 e-Voting 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	1) If the users are already registered for NSDL IDeAS facility, please visit the eServices 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 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. 2) If the user is <u>not registered</u> 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 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. 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.



Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL Depository	4) For OTP based login the user can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . 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 & voting during the meeting.
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 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 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 21 09911
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 “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 and voted on an earlier e-voting of any company, then existing password is to be used.
6. If the users are a first-time user follow the steps given below:

	For Physical Members and other NonIndividual Members holding shares in Demat.
PAN	Enter 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 demat account or in the company records in order to login. 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 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 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 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, click on "SUBMIT". A confirmation box will be displayed. If user wish to confirm the vote, click on "OK", else to change vote, click "CANCEL" and accordingly modify the vote.
- (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.

- Non-Individual Members (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.
- 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 delink in case of any wrong mapping.
- 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.
- Alternatively Non Individual Members 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; 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 in case of fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCESS FOR MEMBERS WHOSE EMAIL ADDRESS / MOBILE NUMBER IS NOT REGISTERED WITH THE COMPANY / DEPOSITORIES AND WHO WISH TO VOTE / ATTEND THE AGM

1. **For holders of shares in Physical form** - 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 holders of shares in Demat form** - Please update the email id & mobile no. with the respective Depository Participant (DP).
3. **For Individual holders of shares in Demat form** – Please update the email id & mobile no. with the respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

For any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, please send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

Mr. Rakesh Dalvi, AVP, (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 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(vii)-HR-PSU (e-38759) dated 13th August 2026 notified the appointment of Shri. Narpat Singh Rathore (DIN: 11891786) residing at House No. 1, Jain Colony, Main Laxmi Nagar Road, Paota B Road, Jodhpur (Raj.) - 342006 as a Non Official Independent Director on the Board of Directors of FACT. Shri. Narpat Singh Rathore was appointed as an Additional Director (Independent) on the Board of Directors of FACT. He will hold office till the conclusion of the 82nd Annual General Meeting of the Company.

In the opinion of the Board of Directors, Shri. Narpat Singh Rathore 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. Narpat Singh Rathore, 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. Narpat Singh Rathore 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(viii)-HR-PSU(e-38759) dated 13th August, 2026 notified the appointment of Shri. Ramawatar Rajgarhia (DIN: 00507738) residing at Flat No- 1001, Panchwati Waxpol, Kanke Road Ranchi Pin- 834008 as a Non Official Independent Director on the Board of Directors of FACT. Shri. Ramawatar Rajgarhia was appointed as an Additional Director (Independent) on the Board of Directors of FACT. He will hold office till the conclusion of the 82nd Annual General Meeting of the Company.

In the opinion of the Board of Directors, Shri. Ramawatar Rajgarhia 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. Ramawatar Rajgarhia, 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. Ramawatar Rajgarhia 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

The Board has approved the appointment of M/s. Rajendran, Mani & Varier Cost Accountants, as Cost Auditors to conduct the audit of cost accounts of the Company for the financial year 2026-27 at a remuneration of ₹1,05,000/- plus out of pocket expenses (subject to a maximum of ₹10,000/). As per Rule 14 of the 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 2026-27.

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. 7 of the Notice for approval of members.

Annexure to the Notice dated 05.09.2026

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

Name	Shri. Manoj Sethi	Shri. Santosh Kumar	Shri. Narpat Singh Rathore	Shri. Ramawatar Rajgarhia
DIN	00301439	11228100	11891786	00507738
Category of Director	Government Nominee Director	Government Nominee Director	Independent Director	Independent Director
Age	58 years	57 years	54 years	53 years
Qualifications	Indian Civil Accounts Service	Indian Civil Accounts Service	Bachelor of Laws, Diploma in Human Resource Development and Bachelor of Arts degree.	B. Com (Hons), Chartered Accountant
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	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. Santosh Kumar as a part time Government Nominee Director vide Order No. 95/1/2019-HR PSU (Part-2) (e-31042) dated 17-07-2025.	The Govt. of India has appointed Shri. Narpat Singh Rathore as a Non-Official Independent Director vide Order No. 95/01/2025(vii)-HR-PSU(e-38759) dated 13-08-2026.	The Govt. of India has appointed Shri. Ramawatar Rajgarhia as a Non-Official Independent Director vide Order No. 95/01/2025(viii)-HR-PSU(e-38759) dated 13-08-2026.
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.	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	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



Name	Shri. Manoj Sethi	Shri. Santosh Kumar	Shri. Narpat Singh Rathore	Shri. Ramawatar Rajgarhia
Date of First Appointment on the Board	14-12-2023	06-08-2025	14-08-2026	14-08-2026
Shareholding in the Company as on 31st March, 2026	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 2025-26	4 out of 5 meetings held during the year 2025-26.	4 out of 5 meetings held during the year 2025-26.	NA	NA
Directorship of other Boards as on 31st March, 2026	Public Companies: Hindustan Organic Chemicals Ltd	NIL	NIL	1. Private Companies: Adyayan Industries Private Limited 2. Kanak Marketing Private Limited
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	NIL	NIL	NIL