



**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: [pio@factltd.com](mailto:pio@factltd.com)

**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

Notice is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (Act), read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, (the Rules) Regulation 44 & other applicable provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable Rules and Regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), guidelines prescribed by the Ministry of Corporate Affairs (MCA), Govt. of India, for holding General Meeting / conducting Postal Ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, read with other relevant Circulars including General circular No. 20/2021 dated 8<sup>th</sup> December, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as “MCA Circulars”), to transact the item as set out in this Postal Ballot Notice and seek approval of Members by way of Special Resolution, through voting by electronic means (remote e-voting) only.

**Special Business**

**(1) Appointment of Prof. Anjula Murmu (DIN: 09565841) as an Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 (Act) and Rule notified thereunder (including any statutory modification or re-enactment thereof for the time being in force) Regulation 17, read with Regulation 25 (2A) of SEBI (LODR) Regulation 2015, (Listing Regulations) and other applicable provisions of

Listing Regulations and Articles of Association of the Company Prof. Anjula Murmu, (DIN: 09565841) who was appointed as an Additional Director by the Board of Directors with effect from 18<sup>th</sup> April, 2022 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act be and is hereby appointed as an Independent Director of the Company for a period of three years from the date of her appointment by the Board and not liable to retire by rotation.

By Order of the Board of Directors.

Sd/-  
Mahesh TN  
Officer (Company Secretariat)

Place : Udyogamandal

Date : 13-06-2022

**NOTES: -**

- 1) In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose email address is registered with the Company/ Depositories. The physical copy of the Postal Ballot Notice along with postal ballot form and prepaid business reply envelope are not being sent to the members for this Postal Ballot.
- 2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, SEBI Listing Regulations and SS-2, setting out all material facts and reasons in respect of the resolutions set out in Item no. 1 of this Postal Ballot Notice, is annexed hereto.
- 3) Pursuant to Regulation 44 of the Listing Regulations, Section 108 of the Act read with Rules, the Company is providing facility to its members to exercise their right to vote the resolution set forth in the Postal Ballot Notice.
- 4) The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility for this purpose. Members are requested to go through the detailed "INSTRUCTIONS FOR E-VOTING" and other Notes appended to this Postal Ballot Notice.
- 5) In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on Friday,10<sup>th</sup> June 2022. In case your email address is not registered with the Company/ Depositories, please

follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution(s).

- 6) Members may note that this Postal Ballot Notice will also be available on the Company's website ( [www.fact.co.in](http://www.fact.co.in) ), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of the e-voting agency, CDSL ([www.evotingindia.com](http://www.evotingindia.com)).
- 7) All documents referred to in this Postal Ballot Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until last date of e-voting. Members seeking to inspect such documents can send an email to [pio@factltd.com](mailto:pio@factltd.com) stating their name and Folio no./DP ID-Client ID/Beneficiary ID.
- 8) The “**Cut-Off Date**” to be eligible to vote by electronic means is **Friday, 10<sup>th</sup> June 2022**. Members whose name appears in the Register of Members/ Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting
- 9) The e-voting period shall commence from 9.00 a.m. (IST) on Wednesday, **15<sup>th</sup> June, 2022** and end at 5.00 p.m. (IST) on Thursday, **14<sup>th</sup> July, 2022**, both days inclusive. Members are requested to record their ASSENT or DISSENT on the resolution(s) set out in this Postal Ballot Notice through remote e-voting only, not later than 5.00 p.m. (IST) on Thursday 14<sup>th</sup> July, 2022, after which the remote e-voting facility shall not be allowed by CDSL.
- 10) The voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
- 11) The Board of Directors of the Company have appointed M/s SVJS and Associates, Practicing Company Secretaries, Kochi as the Scrutinizer for conducting this Postal Ballot process through electronic means/ remote e-voting, in a fair and transparent manner.
- 12) The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days of conclusion of the remote e-voting process, i.e., on or before 16<sup>th</sup> July 2022 (after 2 days) and will be communicated to the Stock Exchanges and uploaded on the Company's website ([www.fact.co.in](http://www.fact.co.in)) and on the website of the e-voting agency ([www.evotingindia.com](http://www.evotingindia.com)).

## THE INTRUCTIONS FOR REMOTE E-VOTING:

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</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 your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 Shareholders holding securities in demat mode with **NSDL**

- 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.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 &amp; voting during the meeting.</p>
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**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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>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 on toll free no. 1800 22 55 33.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>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 toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(iii) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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.</li></ul>
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. <ul style="list-style-type: none"><li>• 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 as mentioned in instruction (3).</li></ul>



- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the Fertilisers and Chemicals Travancore Limited on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.

(xiv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). and on approval of the accounts they would be able to cast their vote.
- 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 shareholders are required 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; [pio@factltd.com](mailto:pio@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.

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

1. For Physical shareholders- 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 [pio@factltd.com](mailto:pio@factltd.com) or [cs\\_rta@bfsi.co.in](mailto:cs_rta@bfsi.co.in)
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 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 on 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](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Government of India, Ministry of Chemicals & Fertilisers, Department of Fertilisers, vide notification No.78/2/2006-HR-PSU (pt) dated 28<sup>th</sup> March 2022 notified the appointment of Prof Anjula Murmu (DIN: **09565841**) Shriamra po- shivpahar thana dumka muffsil, Masalia, Dumka, Jharkhand - 814101, as non-official Part time Director (Independent Director) on the Board of Directors of FACT. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, effective from January 1, 2022, Company has to get the approval from shareholders for the appointment of Prof. Anjula Murmu on the Board of Directors, from the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders of the Company for the appointment of Prof. Anjula Murmu as Director on the Board is required within a period of three months from the date of her appointment i.e. 18th April 2022 To comply with the provisions of SEBI Listing Regulations, 2013, it is proposed that Prof. Anjula Murmu may be elected as Independent Director on the Board of Directors of the Company. In the opinion of the Board, Prof. Anjula Murmu fulfill 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.

Only the concerned Director is interested in the resolution. Save and except as above, none of the Directors/Key Managerial Personnel/Relatives of Directors and Key Managerial Personnel are in any way concerned or interested in this Resolution.

Prof. Anjula Murmu does not hold any shares in the Company and she does not have any relationship with other Directors/ Key Managerial Personnel of the Company.

Details of Director whose appointment as Independent Director is proposed at item No. 1 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 recommends the special resolution set out at Item 1 of the Notice for approval of shareholders.

## **ANNEXURE TO THE NOTICE**

### **Details of the Director**

<b>Name</b>	Prof. Anjula Murmu
<b>Age</b>	42
<b>Qualifications</b>	MA (English), Phd
<b>Experience/ Brief Resume</b>	See Website <a href="http://www.fact.co.in">www.fact.co.in</a>
<b>Terms &amp; Conditions of Appointment</b>	As per GOI Order No.9 No.78/2/2006-HR-PSU (pt) dated 28 <sup>th</sup> March 2022, Prof. Anjula Murmu was appointed as a non-official Part time Director (Independent Director)
<b>Remuneration</b>	Sitting fees for attending meeting of the Board and Sub Committees of the Board.
<b>Date of First Appointment on the Board</b>	18-04-2022
<b>Shareholding in the Company</b>	NIL
<b>Relationship / Other Directors/ Key Managerial Personnel</b>	Not related to other Directors / Key Managerial Personnel