

COROMANDEL INTERNATIONAL LIMITED

Regd. Office: "Coromandel House", 1-2-10, Sardar Patel Road, Secunderabad - 500 003, Telangana.

E-mail Id : investorsgrievance@coromandel.murugappa.com • Website: <https://coromandel.biz/>

CIN : L24120TG1961PLC000892 • Tel. : +91 40 66997000 / 7300 / 7500

NOTICE

Notice is hereby given that the **Fifty Seventh Annual General Meeting** of the Members of Coromandel International Limited will be held on **Monday, 22 July, 2019 at 10:30 a.m.** at Hotel Minerva Grand, S D Road, Secunderabad-500 003, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019, the Report of the Auditors thereon and the Report of the Board of Directors and in this connection to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019, the Report of the Board of Directors and the Report of the Auditors thereon for the financial year ended 31 March, 2019, placed before the 57th Annual General Meeting be and are hereby received and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019, the Report of the Auditors thereon and in this connection to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019, and the Report of the Auditors thereon, placed before the 57th Annual General Meeting be and are hereby received and adopted."

3. To confirm the interim dividend paid during the year and declare a final dividend for the year ended 31 March, 2019 and if deemed fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT a final dividend of ₹ 3.50 per equity share of ₹ 1/- each be declared for the financial year ended 31 March, 2019 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on 12 July, 2019 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on 12 July, 2019 as per the details provided by National Securities Depository Limited and Central

Depository Services (India) Limited in case the shares are held in electronic form.

RESOLVED FURTHER THAT the interim dividend of ₹ 3/- per equity share of ₹ 1/- each declared by the Board of Directors and paid for the financial year ended 31 March, 2019 be and is hereby confirmed."

4. To appoint a Director in place of Mr. V. Ravichandran (DIN 00110086), who retires by rotation and, being eligible, offers himself for re-appointment and in this connection to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. V. Ravichandran, holding DIN 00110086, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

5. To re-appoint M/s. Deloitte Haskins & Sells, as Auditors for a period of two years from the conclusion of this Annual General Meeting until the conclusion of the Fifty Ninth Annual General Meeting and in this connection, to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other Rules framed thereunder, as amended from time to time, if any, M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), be and they are hereby re-appointed as Auditors of the Company to hold office for a period of two consecutive years from the conclusion of this Annual General Meeting until the conclusion of the Fifty Ninth Annual General Meeting of the Company on a remuneration of ₹ 75 lakhs (Rupees Seventy Five Lakhs only) plus reimbursement of out-of-pocket expenses and applicable taxes and the Board of Directors of the Company be and are hereby authorised to pay such increased audit fee as they may deem fit."

Special Business

6. To re-appoint Mr. Prasad Chandran (DIN 00200379) as an Independent Director of the Company and in this regard to consider and if deemed fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prasad Chandran, (holding DIN 00200379) who was appointed as an Independent Director for a period of 5 years from 23 July, 2014 to 22 July, 2019, be and is hereby re-appointed as an Independent Director of the Company for a period from 22 July, 2019 to 20 April, 2022, not liable to retire by rotation."

7. To appoint Dr. B V R Mohan Reddy (DIN 00058215) as a Director of the Company and in this regard to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, Dr. B V R Mohan Reddy (DIN 00058215) who was appointed as an Independent Director of the Company by the Shareholders with effect from 23 July, 2014 for a period of 5 years and whose term of appointment is upto 22 July, 2019, in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. To appoint Ms. Aruna B. Advani (DIN 00029256) as a Director and as an Independent Director of the Company and in this regard to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Aruna B. Advani, (holding DIN 00029256), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 30 August, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies

(Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Ms. Aruna B. Advani, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 30 August, 2018 to 29 August, 2023, be and is hereby approved."

9. To appoint Dr. R Nagarajan (DIN 02705175) as a Director and as an Independent Director of the Company and in this regard to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Dr. R Nagarajan (holding DIN 02705175), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 01 October, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Dr. R Nagarajan, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 01 October, 2018 to 30 September, 2023, be and is hereby approved."

10. To appoint Mr. K V Parameshwar (DIN 08244973) as a Director and as an Independent Director of the Company and in this regard to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. K V Parameshwar (DIN 08244973), who was appointed by the Board of Directors, as an

Additional Director of the Company with effect from 01 October, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. K V Parameshwar, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 01 October, 2018 to 30 September, 2023, be and is hereby approved."

11. To approve the payment of remuneration to Non-Executive Directors and in this regard to consider and if deemed fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Non-Executive Directors of the Company (i.e. Directors other than the Managing Director and/or the Whole-time Directors) be paid, for a period of 5 years commencing from the financial year 2019-20, remuneration, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. To approve the payment of remuneration to Mr. M M Murugappan, Chairman and Non-Executive Director, and in this regard to consider and if deemed fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any applicable statutory modification(s) or re-enactment thereof for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. M M Murugappan, Chairman and Non-Executive Director, be paid a commission of ₹ 200 Lakhs, for the financial year 2018-19.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

13. To ratify the remuneration of the Cost Auditors for the financial year ending 31 March, 2020 and in this regard to consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration approved by the Board of Directors as set out in the statement hereunder to 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 ending 31 March, 2020, be and is hereby ratified.

Name of the Cost Auditor	Unit / Area of the Audit	Audit Fees payable *
Narasimha Murthy & Co.	All units of the Company at Visakhapatnam, Kakinada and Ennore	₹ 7.50 Lakhs
Mrs. Jyothi Satish	All units of the Company manufacturing Single Super Phosphate and Pesticides Units at Sarigam, Dahej, Ranipet, Ankleshwar, Jammu and Bio Pesticides unit at Thiyyagavalli	₹ 5.00 Lakhs

* Excluding reimbursement of out-of-pocket expenses and applicable taxes

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For **Coromandel International Limited**

P Varadarajan
Company Secretary

Registered Office:
"Coromandel House"
1-2-10, Sardar Patel Road
Secunderabad 500 003
Date: 23 April, 2019

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the Company.**

The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. Brief profile of Mr. V. Ravichandran, Mr. Prasad Chandran, Dr. B V R Mohan Reddy, Ms. Aruna B. Advani, Dr. R Nagarajan and Mr. K V Parameshwar, Directors proposed to be appointed/re-appointed, along with names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and their relationship with other Directors inter-se are provided

in the Report on Corporate Governance forming part of the Annual Report.

4. An Explanatory Statement under Section 102(1) of the Companies Act, 2013 ("the Act") is annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 12 July, 2019 to Monday, 22 July, 2019 (both days inclusive).
6. Pursuant to the provisions of Section 124(5) of the Act, the amount of dividend/interim dividend declared/paid up to the financial year 2011-12, have been transferred from time to time on respective due dates, to the Investors Education & Protection Fund Authority (IEPF). Details of unpaid/unclaimed dividends lying with the Company as on the date of the last Annual General Meeting of the Company is available on the website of the Company at https://coromandel.biz/inv_dividend.html
7. As per Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 and amendments made thereunder, all shares in respect of which dividends remain unpaid or unclaimed for a consecutive period of seven years, or more, are required to be transferred to the Investor Education and Protection Fund Authority (IEPF). In compliance with the said Rules, the Company has transferred the underlying shares in respect of which dividends remained unclaimed for a consecutive period of seven years.
8. Members/Proxies attending the Meeting are requested to complete and bring the Attendance Slip enclosed with the Annual Report and hand over the same at the entrance of the meeting hall, duly signed.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by members at the Annual General Meeting (AGM).
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agent, Karvy Fintech Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the concerned Depository Participant by the members.

11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
13. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Bank account details and Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Accounts details to the Company / Karvy.

16. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the members facility to exercise their right to vote at the 57th AGM by electronic means and the facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by Karvy. The procedure for participating in the remote e-voting is given below:

E-Voting Instructions:

- A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/ Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (**i.e. User ID and password**). In case of physical folio, User ID will be EVEN number 4580 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., Coromandel International Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm; else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above-mentioned documents should be in the naming format "Coromandel – 57th AGM".
- B. In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants (s)]
- (i) **E-Voting Event Number** – 4580 (EVEN), User ID and Password is provided in the Attendance Slip.
 - (ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- C. Voting at AGM: The Members, who have not cast their vote electronically, can exercise their voting rights at the AGM. The Company will make necessary arrangements (e-voting/ballot) in this regard at the AGM Venue. Members, who cast their votes by e-voting prior to AGM may attend the AGM, but will not be entitled to cast their votes again.

Other Instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call **Karvy** on 040-6716 1616 & Toll Free No.1800 3454 001.
- ii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- iii. The e-voting period commences on **Friday, 19 July, 2019 (9.00 a.m. IST) and ends on Sunday, 21 July, 2019 (5.00 p.m. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Tuesday, 16 July, 2019**, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. Those who become Members of the Company after despatch of the AGM Notice but on or before **16 July, 2019 (cut-off date)** may write to Karvy at evoting@karvy.com or to the Company at investorsgrievance@coromandel.murugappa.com requesting for user ID and password. On receipt of user ID and password, the steps from Sl. Nos. (i) to (xii) mentioned in (A) above should be followed for casting of vote.
- v. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date**.
- vi. The Board of Directors has appointed Mr. R Sridharan (Membership No. 4775 and PCS No. 3239), Practicing Company Secretary, as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner.
- vii. The scrutiniser shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding two (2) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by the Chairman for counter signature.
- viii. The Results shall be declared either by the Chairman or by a person authorized in writing by the Chairman and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- ix. Immediately after declaration of results, the same shall be placed along with the Scrutiniser's Report on the Company's website www.coromandel.biz and on the website of Karvy <https://evoting.karvy.com>, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as “the Act”) and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

ITEM NO. 5

Re-appointment of Auditors

M/s. Deloitte Haskins & Sells (DHS), Chartered Accountants, were appointed as Auditors of the Company for a period of 5 consecutive years from the conclusion of the Annual General Meeting (AGM) held on 23 July, 2014. Their term of appointment of 5 years expires at the ensuing AGM. Section 139 of the Act provides that an audit firm can be appointed for two consecutive terms of 5 years each, totalling to 10 years. Under the provisions of the Companies (Audit and Auditors) Rules, 2014, the period for which the audit firm has held office as auditor prior to the commencement of the Act (01 April, 2014), shall be taken into account for calculating the period of ten years mentioned above.

DHS have been the Auditors of the Company since 2011-12 and thus have served as Auditors of the Company for 8 years. In view of this, DHS can be appointed for a further period of 2 years. DHS has given their consent for their re-appointment as auditor's of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the rules made thereunder. The Board of Directors, on the recommendation of the Audit Committee, have recommended for approval of the Members, the reappointment of DHS as auditors of the Company for a period of two years.

DHS is a member of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. DHS and its affiliate firms in India (collectively referred to as 'Deloitte India') leverage global tools, technology, and best practices of Deloitte. It has offices across 14 cities in India. The Deloitte India Audit & Assurance practice provides professional services to some of the largest and most reputed companies across various sectors.

The remuneration proposed for audit of the financial statements for the financial years 2019-20 and 2020-21 is ₹ 75 lakh per year, plus reimbursement of out of pocket expenses and applicable taxes. In addition to the above and in accordance with the provisions of the Act, the Board / Audit Committee may approve the fee payable to the auditors for limited reviews, certifications and other permitted services to be rendered by the Auditors in accordance with the provisions of Section 144 of the Act, as deemed appropriate.

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

ITEM NO. 6

Re-appointment of Mr. Prasad Chandran

Mr. Prasad Chandran was appointed as an Independent Director of the Company for a period of 5 years w.e.f. 23 July, 2014. His term as an Independent Director will end on 22 July, 2019. As per provisions of Section 149 of the Act an Independent Director can hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company. The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Prasad Chandran for the office of Independent Director, to be reappointed as such under the provisions of Section 149 of the Act. Based on recommendation of the Nomination and Remuneration Committee, the Board has recommended re-appointment of Mr. Prasad Chandran for a period from 22 July, 2019 to 20 April, 2022 as an Independent Director.

The resolution seeks the approval of the shareholders for the appointment of Mr. Prasad Chandran as an Independent Director of the Company, for the period from 22 July, 2019 to 20 April, 2022, not liable to retire by rotation.

The Board considers that in view of his rich experience, his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Prasad Chandran as Director/ Independent Director.

A brief resume, as required pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (Listing Regulations) and Secretarial Standards-2 issued by ICSI, is set out in the “Report on Corporate Governance” appearing at page 92 of the Annual Report.

The Board commends the Special Resolution set out at Item No. 6 for approval by shareholders.

Memorandum of Interest

Mr. Prasad Chandran and his relatives are interested in the Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is interested or

concerned, financially or otherwise in the aforesaid resolution. Mr. Prasad Chandran is not related to any of the Directors or Key Managerial Personnel of the Company.

ITEM NO. 7

Appointment of Dr. B V R Mohan Reddy

Dr. B V R Mohan Reddy was appointed as an Independent Director of the Company for a period of 5 years w.e.f. 23 July, 2014. In view of the amendment made to the Listing Regulations in 2018, Dr. B V R Mohan Reddy ceased to be an Independent Director w.e.f. 01 October, 2018 and continued as Non-Independent Director on the Board. He will complete his current term as Director on 22 July, 2019. The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Dr. B V R Mohan Reddy for the office of Director, liable to retire by rotation.

The resolution seeks the approval of the shareholders for the appointment of Dr. B V R Mohan Reddy as Director of the Company, liable to retire by rotation.

A brief resume, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by ICSI, is set out in the "Report on Corporate Governance" appearing at page 92 of the Annual Report.

The Board commends the Ordinary Resolution set out at Item No. 7 for approval by shareholders.

Memorandum of Interest

Dr. B V R Mohan Reddy and his relatives are interested in the Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is interested or concerned, financially or otherwise in the aforesaid resolution. Dr. B V R Mohan Reddy is not related to any of the Directors or Key Managerial Personnel of the Company.

ITEM NO. 8, 9 & 10

Appointment of Ms. Aruna B. Advani, Dr. R Nagarajan and Mr. K V Parameshwar

Ms. Aruna B. Advani, was appointed as an Additional Director of the Company by the Board of Directors on 30 August, 2018, and Dr. R Nagarajan and Mr. K V Parameshwar were appointed as Additional Directors of the Company by the Board of Directors on 01 October, 2018, pursuant to the Section 161 of the Act based on the recommendation of the Nomination and Remuneration Committee. The Board has also appointed them as Independent Directors, with effect from the respective date of their appointment, in terms of Section 149 read with Schedule IV of the Act. In terms of Section 161 of the Act, these three Directors

hold office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notices in writing under the provisions of Section 160 of the Act, from members proposing the candidature of Ms. Aruna B. Advani, Dr. R Nagarajan and Mr. K V Parameshwar for the office of Directors and Independent Directors, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from abovesaid three Directors (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act; and (iii) a declaration to the effect that he/she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board of Directors, Ms. Aruna B. Advani, Dr. R Nagarajan and Mr. K V Parameshwar, Independent Directors proposed to be appointed, fulfil the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for an Independent Director and they are independent of the Management. They do not hold any share in the Company in their individual capacity or on a beneficial basis for any other person. A copy of the draft letter of appointment of these Directors as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day up to the date of the AGM.

The resolution seeks the approval of the shareholders for the appointment of:

- a) Ms. Aruna B. Advani as Director and as an Independent Director of the Company for a period of 5 consecutive years with effect from 30 August, 2018 to 29 August, 2023, not liable to retire by rotation.
- b) Dr. R Nagarajan as a Director and as an Independent Director of the Company for a period of 5 consecutive years with effect from 01 October, 2018 to 30 September, 2023, not liable to retire by rotation.
- c) Mr. K V Parameshwar as Director and as an Independent Director of the Company for a period of 5 consecutive years with effect from 01 October, 2018 to 30 September, 2023, not liable to retire by rotation.

The Board considers that in view of their rich experience, their association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Aruna B. Advani, Dr. R Nagarajan and Mr. K V Parameshwar as Directors/ Independent Directors.

A brief resume, as required pursuant to the Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2, is set out in the "Report on Corporate Governance" appearing at page 92-93 of the Annual Report.

The Board commends the Ordinary Resolution set out at Item No. 8, 9 & 10 for approval by shareholders.

Memorandum of Interest

Ms. Aruna B. Advani, Dr. R Nagarajan and Mr. K V Parameshwar, and their relatives are interested in the Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution, financially or otherwise. Ms. Aruna B. Advani, Dr. R Nagarajan and Mr. K V Parameshwar are not related to any of the Directors or Key Managerial Personnel of the Company.

ITEM NO. 11

Payment of remuneration to Non-Executive Directors

Under the Act, Non-Executive Directors have been entrusted with additional responsibilities to make their role more objective and purposeful. Keeping in view of the roles, responsibilities and duties of Non-Executive Directors, it is considered appropriate that the remuneration payable to the Non-Executive Directors by the Company should be commensurate with their roles, responsibilities and duties. Section 197 of the Act provides that payment of remuneration to Directors who are neither Managing Directors nor Whole-time Directors (i.e. Non-Executive Directors) shall not exceed 1% of the net profits of the Company. Shareholders at their meeting held on 23 July, 2014, had approved the payment of commission to Non-Executive Directors subject to maximum 1% of Net profits of the Company for a period of 5 years.

The Board of Directors of the Company have, subject to the approval of members of the Company, proposed to remunerate Non-Executive Directors (i.e. Directors other than the Managing Director and the Whole-time Directors) who may be paid remuneration not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act for a period of 5 years commencing from the financial year 2019-20.

The said remuneration to Non-Executive Directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

The Board commends the Special Resolution set out at Item No. 11 for approval by shareholders.

Memorandum of Interest

Non-Executive Directors of the Company and their relatives are interested, to the extent of their shareholding interest, if any, in the Company. None of the Key Managerial Personnel of the Company, or their relatives, is interested in this resolution financially or otherwise. Except that Mr. M M Murugappan, Chairman and Mr. M M Venkatachalam, Director, are related to each other as brothers. None of the other Director is related to any other Director or Key Managerial Personnel of the Company.

ITEM NO. 12

Payment of remuneration to Mr. M M Murugappan

Effective 01 April, 2019, the recently amended Regulation 17(6)(a) of the Listing Regulations, provides that where the annual remuneration payable to any Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors, such payment should be approved by the shareholders by special resolution. In the past, the Non-Executive Chairman of the Company has been paid differential remuneration which was in excess of fifty percent of the total remuneration payable to all Non-Executive Directors.

The Board has approved, subject to approval of the shareholders, payment of commission of ₹ 200 Lakhs to Mr. M M Murugappan. As this exceeds fifty percent of the total remuneration payable to other Non-Executive Directors of the Company for the financial year 2018-19, the shareholders approval is required

The Board commends the Special Resolution set out at Item No. 12 for approval by shareholders.

Memorandum of Interest

Mr. M M Murugappan and his relatives are interested in the resolution to the extent of their shareholding. Mr. M M Venkatachalam, Director being the brother of Mr. M M Murugappan, and his relatives are interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution financially or otherwise.

ITEM NO. 13

Ratification of remuneration to Cost Auditors

The Board has appointed Narasimha Murthy & Co., Cost Accountants and Mrs. Jyothi Satish a Practicing Cost Accountant, as Cost Auditors for auditing the cost records of the Company for the financial year ending 31 March, 2020.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March, 2020 as per the following details:

Name of the Cost Auditor	Unit / Area of the Audit	Audit Fees payable*
Narasimha Murthy & Co.	All units of the Company at Visakhapatnam, Kakinada and Ennore	₹ 7.50 Lakhs
Mrs. Jyothi Satish	All units of the Company manufacturing Single Super Phosphate and Pesticides Units at Sarigam, Dahej, Ranipet, Ankleshwar, Jammu and Bio Pesticides unit at Thiyagavalli	₹ 5.00 Lakhs

* Excluding reimbursement of out of pocket expenses and applicable taxes

In accordance with the provisions of Section 148 of the Act read with Rule 14 (a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors approved by the Board has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March, 2020.

Memorandum of Interest

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The Board commends the Ordinary Resolution set out at Item No. 13 for approval by shareholders.

By Order of the Board
For **Coromandel International Limited**

Place: Secunderabad
Date: 23 April, 2019

P Varadarajan
Company Secretary



COROMANDEL INTERNATIONAL LIMITED

Regd. Office: "Coromandel House", 1-2-10, Sardar Patel Road, Secunderabad - 500 003, Telangana.

E-mail Id : investorgrievance@coromandel.murugappa.com • Website: <https://coromandel.biz/>

CIN : L24120TG1961PLC000892 • Tel. : +91 40 66997000 / 7300 / 7500

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Coromandel International Limited
Registered Office : Coromandel House, 1-2-10 Sardar Patel Road, Secunderabad - 500 003
Name of the Member(s) :
Address :
E-mail ID :
Folio No. / DP ID - Client ID :

I/We, being the member(s) holding equity shares of the above named Company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature : or failing him
2. Name :
Address :
E-mail Id :
Signature : or failing him
3. Name :
Address :
E-mail Id :
Signature : or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 57th Annual General Meeting of the Company, to be held on Monday, 22 July, 2019 at 10:30 a.m. at Hotel Minerva Grand, SD Road, Secunderabad - 500 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject matter of the Resolution
Ordinary Business	
1	Adoption of Audited Standalone Financial Statements for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2	Adoption of Audited Consolidated Financial Statements for the financial year ended 31 March, 2019, together with the Report of the Auditors thereon.
3	Declaration of Final Dividend for the year ended 31 March, 2019 and confirmation of interim dividend.
4	Re-appointment of Mr. V. Ravichandran, as a Director liable to retire by rotation.
5	Re-appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors for a period of two years.
Special Business	
6	Re-appointment of Mr. Prasad Chandran, as an Independent Director.
7	Appointment of Dr. B V R Mohan Reddy, as a Director, liable to retire by rotation.
8	Appointment of Ms. Aruna B. Advani as a Director and as an Independent Director.
9	Appointment of Dr. R Nagarajan as a Director and as an Independent Director.
10	Appointment of Mr. K V Parameshwar as a Director and as an Independent Director.
11	Payment of remuneration to Non-Executive Directors.
12	Payment of remuneration to Mr. M M Murugappan, Chairman.
13	Ratification of payment of Remuneration to Cost Auditors for the financial year ending 31 March, 2020.

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Signed this day of July, 2019

Signature of Shareholder

Signature of Proxy

Affix a
Revenue
stamp of
₹1/-

Not to Scale



AGM Venue Address:

Hotel Minerva Grand
CMR Complex, Beside Manju Theatre,
SD Road, Secunderabad-500 003.