

Notice of the Annual General Meeting

To the Members of
Coromandel International Limited

Notice is hereby given that the **Fifty Eighth Annual General Meeting** (e-AGM) of the Members of Coromandel International Limited will be held on **Friday, July 24, 2020 at 10:30 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2020, 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 March 31, 2020, the Report of the Board of Directors and the Report of the Auditors thereon placed before the 58th 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 March 31, 2020, 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 March 31, 2020 and the Report of the Auditors thereon placed before the 58th Annual General Meeting be and are hereby received and adopted."

3. To declare dividend for the financial year ended March 31, 2020 and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT a dividend of ₹ 12/- per equity share of face value of ₹ 1/- each be declared for the financial year ended March 31, 2020 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 July 17, 2020 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on July 17, 2020 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."

4. To appoint a Director in place of Mr. M M Venkatachalam (DIN 00152619), 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 pursuant to the provisions of Section 152 and all other applicable provisions, if any,

of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. M M Venkatachalam, (DIN 00152619), 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."

Special Business

5. To approve payment of remuneration to Mr. M M Murugappan, Non-Executive Chairman (DIN 00170478), for the financial year 2019-20 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, if any, 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) and pursuant to Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded for payment of commission of ₹ 200 Lakhs to Mr. M M Murugappan, Non-Executive Chairman, for the financial year 2019-20.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

6. To re-appoint Mr. Sumit Bose (DIN 03340616) as an Independent Director of the Company for a second term 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, 152 and 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time and Regulation 17 and other applicable regulations, if any, of 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. Sumit Bose, (DIN 03340616) who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Regulations, be and is hereby appointed as an Independent Director of the Company, not

liable to retire by rotation, for a second term for the period from March 21, 2021 to March 29, 2024."

7. To re-appoint Mr. Sameer Goel (DIN 07298938) as Managing Director of the Company, for a period from October 01, 2020 to January 31, 2023 and in this connection, to consider and if deemed fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Article 130 of the Articles of Association of the Company and the provisions of Sections 196, 197, 198, 203 and all other related and applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Sameer Goel as the Managing Director of the Company for the period from October 01, 2020 to January 31, 2023.

RESOLVED FURTHER THAT Mr. Sameer Goel, Managing Director, be paid remuneration by way of salary, allowances, incentive and perquisites, subject to a maximum limit of 5% of the net profits of the Company, as determined by the Nomination and Remuneration Committee and approved by the Board, for each of the financial year computed as per the provisions of Section 198 of the Act read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), with effect from October 01, 2020.

RESOLVED FURTHER THAT within the maximum limit of 5% of the net profits of the Company, Mr. Sameer Goel be paid the following remuneration with effect from October 01, 2020.

i)	Salary	₹ 13,91,760/- per month with such increments as may be decided by the Nomination and Remuneration Committee, from time to time.
ii)	Allowances and Perquisites	Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance and/or any other allowance as determined by the Nomination and Remuneration Committee.
iii)	Incentive	As may be determined by the Nomination and Remuneration Committee, based on the achievement of the laid down performance parameters.
iv)	Retirement Benefits	<ol style="list-style-type: none"> i. Contribution to Provident Fund, Superannuation Fund, National Pension Scheme and Gratuity as per the approved scheme of the Company in force from time to time. ii. Encashment of leave as per rules of the Company in force

v)	ESOP	Grant of stock options under the Company's ESOP Scheme as may be determined by the Nomination and Remuneration Committee, from time to time.
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General

- (i) Perquisites shall include provision of furnished/unfurnished accommodation, personal accident insurance, reimbursement of medical expenses incurred for self and family, club subscription, provision of cars as per the rules of the Company in force from time to time and any other perquisites, benefits, amenities as may be decided from time to time and approved by the Nomination and Remuneration Committee.
- (ii) Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per Income Tax rules.
- (iii) Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.
- (iv) Mr. Sameer Goel, Managing Director, will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- (v) Mr. Sameer Goel, Managing Director, will be subject to all other service conditions as applicable to any other senior management employee of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mr. Sameer Goel, Managing Director, as may be determined by the Board or Nomination and Remuneration Committee, shall not, except with the approval of the shareholders by way of passing special resolution, exceed the limits prescribed under the Act and rules made there under or any statutory modification or re-enactment thereof."

8. To ratify the remuneration of the Cost Auditors for the financial year 2020-21 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, if any, 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 of the Cost Auditors of the Company, as set out hereunder and

approved by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2020-21, be and is hereby ratified.

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

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

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and they are hereby severally 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**

Date: May 26, 2020
Place: Secunderabad

P Varadarajan
Company Secretary

Corporate Identification Number (CIN)
L24120TG1961PLC000892

Registered Office:
"Coromandel House"
1-2-10, Sardar Patel Road
Secunderabad 500 003
Tel: +91 40 66997000/ 7300 / 7500
Fax: +91 40 27844117
E-mail Id: investorsgrievance@coromandel.murugappa.com
Website: <https://coromandel.biz>

NOTES:

- In view of the outbreak of COVID-19 pandemic and the consequent restrictions and requirements like social distancing, the Ministry of Corporate Affairs ("MCA") vide Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, have allowed companies to hold their Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") during the calendar year 2020. In terms of the said circulars read with the applicable provisions of the Companies Act, 2013, the 58th AGM of the Company will be held through VC or OAVM, hereinafter called as Electronic Annual General Meeting ("e-AGM"), and the members can attend and participate in the e-AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is given below (Refer Serial No. 19) and will also be available at the Company's website www.coromandel.biz.
- Since e-AGM is being conducted through VC/OAVM, the physical presence of members is not required and members can attend the meeting through login credentials provided to them to connect to e-AGM. As this AGM is being held 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 e-AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- Corporate Members entitled to appoint authorized representatives are requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the e-AGM, pursuant to Section 113 of the Companies Act, 2013 ("the Act").
- The Notice of e-AGM and Annual Report are being sent in electronic mode to members whose email address is registered with the Company or the Depository Participant(s). Members holding shares in physical / demat form who have not registered their email address with the Company can get the same registered with the Company as per the procedure provided in Serial No. 20.
- The helpline number regarding any queries/assistance for participation in the e-AGM through VC/OAVM is 1800 3454 001.
- An Explanatory Statement under Section 102(1) of the Act, in respect of the Special Business to be transacted at the Meeting is annexed hereto.
- Brief profile of Mr. M M Venkatachalam, Non-Executive Director, Mr. Sumit Bose, Independent Director, and Mr. Sameer Goel, Managing Director, proposed to be re-appointed, along with names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and the relationship with other directors inter-se are provided in the Report on Corporate Governance forming part of the Annual Report.
- The Register of Members and the Share Transfer Books of the Company will remain closed from July 18, 2020 to July 24, 2020 (both days inclusive).
- Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act 1956 and the corresponding provisions under 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 March 31, 2020

is available on the website of the Company at https://coromandel.biz/inv_dividend.html.

10. 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 thereto, 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.

11. TDS on Dividend

- i. Members may note that in terms of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFin Technologies Private Limited ("KFin") (formerly Karvy Fintech Private Limited), Registrars and Share Transfer Agent (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- ii. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents on the link <https://ris.kfintech.com/form15/> on or before July 17, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- iii. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, and any other document which may be required to avail the tax treaty benefits by uploading the documents on the link <https://ris.kfintech.com/form15/> on or before July 17, 2020.
- iv. Dividend, if any, declared will be paid subject to deduction of income-tax at source (TDS) at applicable rates. In respect of resident individuals, if the dividend payment is in excess of ₹ 5,000/- (collectively for all folios with the same PAN number) the TDS will be at the rate of 10%. For all other categories of shareholders, please refer to the TDS rates provided in the Income Tax

Act/Rules and in addition may also refer to the website of the Company. Wherever, TDS is made, TDS Certificates will be sent to the concerned shareholders through email or post, as the case may be.

12. 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 Share Transfer Agent, KFin cannot act on any request received directly from the members holding shares in electronic form for any change of Bank particulars or Bank mandates. Members holding shares in electronic form are, therefore, advised to intimate immediately any change in their address or Bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts.
13. Members holding shares in physical form are requested to advise any change in their address or Bank mandates immediately to the Company / KFin.
14. 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 KFin, for consolidation into a single folio.
15. Non-Resident Indian Members are requested to inform KFin, 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.
16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in 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 to the Company / KFin.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in notice will be available for inspection in electronic mode. Members can send an email for the purpose to investorsgrievance@coromandel.murugappa.com.
19. For the purpose of convening the e-AGM through VC / OAVM, your Company has appointed KFin Technologies Private Limited, Registrars and Share Transfer Agent, to

provide VC / OAVM facility for the e-AGM. The detailed procedure and manner for participating in e-AGM through VC / OAVM is explained as under:

- i. **Attending e-AGM through Video conference:** Members will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-Voting credentials. The link for e-AGM will be available in shareholders/members login where the EVENT and the name of the Company can be selected.
- ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may obtain the same by following the instructions mentioned in Serial No. 20 of the Notice.
- iii. Members will be permitted to participate in the e-AGM on first come first serve basis (FCFS), as the participation through video conferencing is limited to 1,000 members only. The members can login and join 15 minutes prior to the scheduled time of the e-AGM and the window for joining will be kept open till expiry of 15 minutes after the scheduled time of e-AGM on FCFS basis. However, there is no restriction on participation for large shareholders (shareholders holding 2% or more shareholding), Promoters and Institutional Investors.
- iv. The attendance of the members who have logged in and are attending the e-AGM will be counted for the purpose of reckoning quorum under Section 103 of the Act.
- v. Members are encouraged to participate in the e-AGM through laptops or desktops with Google Chrome for better experience.
- vi. Members are required to allow Camera, if any, and use Internet with a good speed to avoid any disturbance during the meeting.
- vii. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate aforesaid glitches.
- viii. **AGM questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com> and click on "Post your Questions" and may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will

be answered only if the shareholder continues to hold the shares as of cut-off date. The posting of the questions by the shareholders/members shall commence from Saturday, July 18, 2020 at 9.00 a.m. and shall close on Tuesday, July 21, 2020 at 5.00 p.m.

- ix. **Speaker Registration during e-AGM session:** Member may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email address, mobile number and submit. The speaker registration shall commence from Saturday, July 18, 2020 at 9.00 a.m. and shall close on Tuesday, July 21, 2020 at 5.00 p.m.

20. Procedure for obtaining the Annual Report, e-AGM Notice and e-Voting instructions by the shareholders whose email addresses are not registered with the Depository Participants or with Registrars and Share Transfer Agent.

Pursuant to the circulars issued by the MCA and SEBI, as referred to above, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- i. Register their email address and mobile number including address and Bank details and validate/update their details with the Depository Participants in case of shares held in electronic form and with the Company's Registrars and Share Transfer Agent, KFin Technologies Private Limited in case the shares are held in physical form.
- ii. Shareholders who have not registered their e-mail address and, therefore, not received the Annual Report, Notice of e-AGM and e-Voting instructions, may temporarily get their email address and mobile number registered with the Company's Registrars and Share Transfer Agent, KFin Technologies Private Limited by accessing the link https://ris.kfintech.com/email_registration. In case of any queries, shareholders may write to einward.ris@kfintech.com.
- iii. Shareholders may also visit the website of the Company www.coromandel.biz or the website of the Registrars and Share Transfer Agent, <https://evoting.karvy.com/public/Downloads.aspx> for downloading the Annual Report and Notice of the e-AGM.
- iv. Alternatively, members may send an e-mail request at the e-mail id: einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email id, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of e-AGM and the e-Voting instructions.

21. Voting at the e-AGM

- i. Members who could not vote through remote e-Voting may avail the e-Voting system provided at the e-AGM ("Insta Poll") by KFin Technologies Private Limited.
- ii. Only those members/ shareholders, who will be present in the e-AGM through Video Conferencing facility and who have not casted their vote through remote e-Voting are eligible to vote through Insta Poll.
- iii. Members who have voted through remote e-Voting will be eligible to attend the e-AGM, however, will not be eligible to vote at the meeting.
- iv. **Insta Poll Instructions:** The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "Insta Poll" page.
- v. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- vi. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the e-AGM shall be the same person mentioned for remote e-voting.

22. Remote e-Voting/Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the 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 through the e-voting services provided by KFin, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

E-Voting Instructions:

- A. In case a Member receives an e-mail from KFin [for members whose email IDs are registered with the Company/ Depository Participants :
 - 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 EVENT number 5336 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 KFin 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 Scrutiniser through email ID rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Coromandel – 58thAGM".

- B. In case of Members whose e-mail IDs are not registered with the Company / Depository Participants, kindly follow the instructions referred in Serial No. 20.

Other Instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.kfintech.com> (KFin Website) or call KFin on 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 **Tuesday, July 21, 2020 (9.00 a.m. IST) and ends on Thursday, July 23, 2020 (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., **Friday, July 17, 2020**, 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 dispatch of the Notice of e-AGM but on or before **Friday, July 17, 2020 (cut-off date)** may write to KFin at evoting@kfintech.com or to the Company at investorgrievance@coromandel.murugappa.com requesting for user ID and password. On receipt of user ID and password, the steps from Sl. Nos. (i) to (vii) 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 i.e. Friday, July 17, 2020**.
- 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 e-AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-Voting and submit, within a period not exceeding two (2) days from the conclusion of the meeting, make a consolidated Scrutinisers Report of the total votes cast in favour or against, if any, to the Chairman or 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 resolution will be deemed to have been passed

on the e-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 KFin <https://evoting.karvy.com>, and communicated to stock exchanges 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 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

ITEM NO.5

Payment of remuneration to Mr. M M Murugappan

Regulation 17(6)(ca) of the SEBI 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.

Considering the time spent by Mr. M M Murugappan for the business of the Company, the Board has approved, subject to further approval of the shareholders, payment of commission of ₹ 200 Lakhs to Mr. M M Murugappan for the financial year 2019-20. As the proposed commission exceeds fifty per cent of the total remuneration payable to other Non-Executive Directors of the Company for the financial year 2019-20, approval of the shareholders is sought.

The Board commends the Special Resolution set out at Item No.5 for approval by shareholders.

Memorandum of Interest

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

ITEM NO.6

Re-appointment of Mr. Sumit Bose as an Independent Director

Mr. Sumit Bose was appointed as an Independent Director of the Company for a period of 5 years w.e.f. March 21, 2016. His current term as an Independent Director will end on March 20, 2021. As per the 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 re-appointment 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. Sumit Bose for the office of Independent Director, to be re-appointed

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. Sumit Bose for second term for the period from March 21, 2021 to March 29, 2024 as an Independent Director. Mr. Sumit Bose would attain the age of 70 years on March 29, 2024.

The resolution seeks the approval of the shareholders for the re-appointment of Mr. Sumit Bose as an Independent Director of the Company, for the period from March 21, 2021 to March 29, 2024, 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. Sumit Bose as an Independent Director.

A brief resume, as required pursuant to the Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI, is set out in the "Report on Corporate Governance" forming part of the Annual Report.

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

Memorandum of Interest

Mr. Sumit Bose and his relatives are interested in the Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid resolution. Mr. Sumit Bose is not related to any of the Directors or Key Managerial Personnel of the Company.

ITEM NO.7

Re-appointment of Mr. Sameer Goel as Managing Director

Mr. Sameer Goel was appointed as Managing Director of the Company for a period of five years effective October 01, 2015. His current term of office as Managing Director of the Company would expire on September 30, 2020.

The Board based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Members, approved the re-appointment of Mr. Sameer Goel as Managing Director, not liable to retire by rotation, for the period from October 01, 2020 to January 31, 2023.

Mr. Sameer Goel is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for this re-appointment.

A brief resume, as required pursuant to the Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI, is set out in the "Report on Corporate Governance" forming part of the Annual Report.

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

Memorandum of Interest

Mr. Sameer Goel and his relatives are interested in the Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid resolution. Mr. Sameer Goel is not related to any of the Directors or Key Managerial Personnel of the Company.

ITEM NO.8

Ratification of remuneration to Cost Auditors

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Narasimha Murthy & Co., Cost Accountants and M/s. Jyothi Satish & Co., Cost Accountants, as Cost Auditors and the remuneration payable to the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2020-2021 as per the following details:

Name of the Cost Auditor	Unit / Area of the Audit	Audit Fees payable* ₹
M/s. Narasimha Murthy & Co.	All units of the Company at Visakhapatnam, Kakinada and Ennore	7.50 Lakhs
M/s. Jyothi Satish & Co.,	All units of the Company manufacturing Single Super Phosphate and Pesticides Units at Sarigam, Dahej, Ranipet, Ankleshwar, Jammu and Bio Pesticides unit at Thyagavalli	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 2020-2021.

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. 8 for approval by shareholders.

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

Place: Secunderabad
Date: May 26, 2020

P Varadarajan
Company Secretary