

Notice of the 59th Annual General Meeting of the Company

To the Members of

Coromandel International Limited

Notice is hereby given that the **Fifty Ninth (59th) Annual General Meeting (AGM)** of the Members of Coromandel International Limited will be held on **Monday, July 26, 2021 at 3:30 p.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, 2021, the Report of the Auditors' thereon and the Report of the Board of Directors, and in this regard 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, 2021, the Report of the Board of Directors and the Report of the Auditors' thereon placed before the 59th 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, 2021, the Report of the Auditors' thereon and in this regard 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, 2021 and the Report of the Auditors' thereon placed before the 59th Annual General Meeting be and are hereby received and adopted."

3. To confirm the interim dividend paid during the financial year and declare a final dividend for the financial year ended March 31, 2021, and in this regard to consider and, if deemed fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT a final dividend of ₹6 per equity share of ₹1 each be declared for the financial year ended March 31, 2021 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 16, 2021 in case the shares are held in physical form and to the beneficial holders of the dematerialized shares as on July 16, 2021 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 ₹6 per equity share of ₹1 each approved by the Board of Directors and paid by the Company during the financial year ended March 31, 2021 be and is hereby confirmed."

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 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 all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), 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."

5. To appoint Statutory Auditors to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 64th Annual General Meeting and also fix their remuneration, 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 139 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. S.R. Batliboi & Associates LLP (Firm Regn. No. FRN 101049W/E300004) as the Statutory Auditors of the Company to hold office from the conclusion of the 59th Annual General Meeting until the conclusion of the 64th Annual General Meeting on a remuneration of ₹75,00,000 (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 appoint Mr. A Vellayan (DIN: 00148891) as a Director of the Company, who was appointed as an Additional Director, 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 Sections 152, 161 and other applicable provisions of the

Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. A Vellayan, holding DIN 00148891, who was appointed as an Additional Director on November 11, 2020 by the Board of Directors of the Company pursuant to Section 161(1) of the Act and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To appoint Mr. Arun Alagappan (DIN: 00291361) as a Director of the Company, who was appointed as an Additional Director, 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 Sections 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Alagappan, holding DIN 00291361, who was appointed as an Additional Director on November 11, 2020 by the Board of Directors of the Company pursuant to Section 161(1) of the Act and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. To appoint Mr. Arun Alagappan (DIN: 00291361) as a Whole-time Director, designated as Executive Vice Chairman 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 Article 22 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"), the Rules made thereunder and Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) approval of the members of the Company be and is hereby accorded for appointment of Mr. Arun Alagappan, Director (DIN 00291361) as the Whole-time Director, designated as Executive Vice Chairman of the Company, for a period of 5 years with effect from February 15, 2021 to February 14, 2026.

RESOLVED FURTHER THAT Mr. Arun Alagappan, Whole-time Director (DIN 00291361) designated as Executive Vice Chairman, be paid remuneration by

way of salary, allowances, perquisites, incentive and retirement benefits, subject to the 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 February 15, 2021.

RESOLVED FURTHER THAT within the maximum limit of 5% of the net profits of the Company, Mr. Arun Alagappan be paid the following remuneration with effect from February 15, 2021:

i)	Basic Salary	₹12,50,000 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, subject to a maximum of 225% of Basic Salary.
iii)	Incentive	As may be determined by the Nomination and Remuneration Committee, based on the achievement of the performance parameters laid down.
iv)	Retirement Benefits	<p>(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved scheme of the Company in force from time to time.</p> <p>(ii) Encashment of leave as per rules of the Company in force</p>

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. Arun Alagappan, Whole-time Director, designated as Executive Vice Chairman, will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- (v) Mr. Arun Alagappan, Whole-time Director, designated as Executive Vice Chairman, 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. Arun Alagappan, Whole-time Director, designated as Executive Vice Chairman, 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.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter, modify and vary the terms and conditions including his designation and remuneration and/or perquisites payable or to be provided (including any monetary value thereof) to Mr. Arun Alagappan, to the extent the Board of Directors may at its discretion deem fit."

9. To appoint Mr. Ramesh K.B. Menon (DIN: 05275821) as a Director of the Company, who was appointed as an Additional Director, 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 Sections 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s)

or re-enactment thereof for the time being in force), Mr. Ramesh K.B. Menon, holding DIN 05275821, who was appointed as an Additional Director on November 11, 2020 by the Board of Directors of the Company pursuant to Section 161(1) of the Act and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

10. To ratify the remuneration of the Cost Auditors for the financial year 2021-22 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 and the Rules made thereunder (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 2021-22, 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	₹8.50 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 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

Rajesh Mukhija
Sr. Vice President – Legal
& Company Secretary

Place: Secunderabad
Date: April 29, 2021

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:

1. In view of the outbreak of COVID-19 pandemic and the consequent restrictions and requirements like social distancing, and pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence, in compliance with the Circulars, the 59th AGM of the Company is being held through VC/OAVM, hereinafter called as electronic Annual General Meeting ("e-AGM"). The deemed venue for this e-AGM shall be the registered office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is given below and will also be available at the Company's website www.coromandel.biz.
2. In compliance with the aforesaid Circulars, this e-AGM Notice along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories. The AGM notice and Annual Report of the Company are also made available on the Company's website at www.coromandel.biz and on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com. The Company has published a Notice by way of advertisement in the newspapers viz., Business Line and Andhra Prabha on June 19, 2021, giving the

required details of 59th AGM and Final Dividend related information.

3. Since the 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 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.
4. 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").
5. 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.
6. An Explanatory Statement under Section 102(1) of the Act in respect of special business to be transacted at the AGM, is annexed hereto. The Board considered and concluded that special businesses under item nos. 6 to 10 are considered critical and unavoidable, and hence need to be transacted at this AGM.
7. As required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), the relevant details of Directors seeking appointment or re-appointment at this e-AGM are provided in the Report on Corporate Governance forming part of the Annual Report.
8. **Book Closure:** The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, July 17, 2021 to Monday, July 26, 2021 (both days inclusive)**.
9. **Unclaimed/Unpaid Dividend:** Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 and Section 124 of the Act, the amount of dividend/dividend declared/paid up to the financial year 2012-13, 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, 2021 is available on the website of the Company at http://coromandel.biz/inv_investorsinformation.html and Ministry of Corporate Affairs at <http://www.iepf.gov.in/>. Members are requested to contact KFin

Technologies Private Limited ("KFin"), (formerly Karvy Fintech Private Limited), Unit: Coromandel International Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Serilingampally Mandal, Hyderabad – 500 032, Telangana, the Registrar and Share Transfer Agents of the Company, to claim the unclaimed /unpaid dividends.

10. **Compulsory transfer of Equity Shares to IEPF Account:**

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.

The Members / claimants whose shares, have been transferred to IEPF, may claim the shares by making an application to IEPF Authority in webform IEPF 5 (available on <http://www.iepf.gov.in/>). The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

11. **Final Dividend:** The final dividend, as recommended by the Board of Directors of the Company, if approved at the e-AGM, will be paid on or after August 11, 2021 but within 30 days from the declaration of dividend at the e-AGM, as provided in the Act, to those Members whose names stand registered on the Company's Register of Members:

- i. as Beneficial Owners as at the end of business hours on Friday, July 16, 2021 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form.
- ii. as Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before Friday, July 16, 2021.

12. **Tax Deducted at Source (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 1, 2020 and the Company is required to deduct tax at source 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 (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 16, 2021. Shareholders are requested to note that in case their PAN is not registered, or his/her PAN is not linked with Aadhaar number within the due date notified by Central Government, 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 16, 2021.
 - 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 Company's website www.coromandel.biz. Wherever, TDS is made, TDS Certificates will be sent to the concerned shareholders through email or post, as the case may be.
 - v. Shareholders who have not filed returns with Income Tax Authority for the financial years 2018-19 and 2019-20 before the due date and aggregate of TDS is ₹50,000 or more in each of these two years, the TDS will be at the rate of 20% for dividend paid on or after July 1, 2021.
 - vi. The documents submitted in this regard, are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961.
13. 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. 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 are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to KFin. The requisite NECS/ECS application form can be obtained from KFin. Alternatively, Members may provide details of their bank account quoting their folio numbers, to KFin to enable them to print such details on the dividend warrants.
15. 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.
16. **Submission of PAN:** SEBI has mandated 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.
17. **Share Transfer permitted only in Demat:** As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.
18. **Nomination:** As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
19. 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.

20. Procedure for obtaining the Annual Report, e-AGM Notice and e-Voting instructions by the Members 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 address of the shareholders. Therefore, those Members who have not yet registered their email address are requested to get their email address registered by following the procedure given below:

- i. Register their email address and mobile number validate/ update 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. Members 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/clientservices/mobilereg/mobileemailreg.aspx>. In case of any queries, Members may write to einward.ris@kfintech.com.
- iii. Members may also visit the website of the Company www.coromandel.biz or the website of the Registrars and Share Transfer Agent, <https://evoting.kfintech.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. Procedure for 'remote e-Voting':

In compliance with the provisions of Section 108 of the Act and Rules made thereunder, 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.

In pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

The details of the process and manner for remote e-Voting is explained herein below:

I. Individual shareholders holding shares of the Company in Demat mode:

The procedure to login and access remote e-Voting as devised by Depositories / Depository Participants are given below:

A. Individual Shareholders holding shares in Demat mode with National Securities Depository Limited (“NSDL”):

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
- ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.
- iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
- iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.
- v. Click on “Active E-voting Cycles” option under E-voting.
- vi. You will see Company Name: “Coromandel International Limited” on the next screen. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider “KFin” and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. To register, type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
- ii. Select option “Register Online for IDeAS” available on the left hand side of the page
- iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
- iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of NSDL as per the following procedure:

- i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
- ii. Click on the button “Login” available under “Shareholder/ Member” section.
- iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- iv. On successful authentication, you will enter the e-Voting module of NSDL. Click on “Active E-voting Cycles / VC or OAVMs” option under e-Voting. You will see Company Name: “Coromandel International Limited” on the next screen. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider “KFin” and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

B. Individual Shareholders holding shares in Demat mode with Central Depository Services (India) Limited (“CDSL”):

1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:

- i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)
- ii. Enter your User ID and Password for accessing Easi / Easiest.
- iii. You will see Company Name: “Coromandel International Limited” on the next screen. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider “KFin” and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:

- i. To register, type in the browser / Click on the following link: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

- ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
- iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

- i. Type in the browser / Click on the following links: www.cdslindia.com/ <https://www.evotingindia.com>
- ii. Provide Demat Account Number and PAN
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
- iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider "KFin" and you will be re-directed to the e-Voting page of KFin.

C. Individual shareholders holding shares in Demat mode - Procedure to login through their demat accounts / Website of Depository Participant:

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider "KFin" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue:

Securities held with NSDL	Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30
Securities held with CDSL	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

II. Information and instructions for remote e-Voting by shareholders other than individuals holding shares of the Company in demat mode and all shareholders holding shares in physical mode:

A. In case a Member receives an e-mail from the Company / KFin [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials. The E-Voting Event Number 5993 followed by Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFin for e-Voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3094-001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who forgotten the Password are advised to use "Forgot Password" options available on the website.
- 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 upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, 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 E-Voting Event Number (EVEN): 5993 for Coromandel International Limited.
- vii. On the voting page, enter the number of shares as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- 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.
- xii. Once you confirm, you will not be allowed to modify your vote.
- xiii. 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 – 59th AGM".
- 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 "Insta Poll" 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. Instructions for attending the e-AGM through VC/ OAVM are as under:

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 conferencing:

Members will be able to attend the e-AGM through VC / OAVM provided by KFin. Members are requested to follow the procedure given below:

In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFin's website for e-voting: <https://evoting.kfintech.com> or contact KFin as per the details given below.

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. Rajkumar Kale,
Senior Manager - Corporate Registry,
KFin Technologies Private Limited,
(Formerly known as Karvy Fintech Private Limited),
"Selenium Tower-B", Plot No. 31 & 32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad - 500032, Telangana.
Phone No. +91 40 6716 1616, Toll-free No.: 1800 3094 001
Email: einward.ris@kfintech.com

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 cast 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. Members who have forgotten the Password are advised to use "Forgot Password" options available on the website.
- 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. The posting of the questions by the shareholders/members shall commence from Saturday, July 17, 2021 at 9.00 a.m. and shall close on Wednesday, July 21, 2021 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 17, 2021 at 9.00 a.m. and shall close on Wednesday, July 21, 2021 at 5.00 p.m.
 - x. In case of any query relating to the procedure for attending e-AGM through VC/OAVM or for any technical assistance, the members may call on toll free no.: 1800 3094 001 or send an e-mail at einward.ris@kfintech.com
- Other Information:**
- i. 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).
 - ii. The e-Voting period commences on **Friday, July 23, 2021 (9.00 a.m. IST) and ends on Sunday, July 25, 2021 (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., Monday, July 19, 2021, 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.
 - iii. Those who become Members of the Company after dispatch of the Notice of e-AGM but on or before Monday, July 19, 2021 (cut-off date) may write to KFin at evoting@kfintech.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 (vii) mentioned in (A) above should be followed for casting of vote.
 - iv. The voting rights of shareholders shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the **cut-off date i.e., Monday, July 19, 2021**.
 - v. 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.
 - vi. 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 forty eight hours from the conclusion of the meeting, make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
 - vii. 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).
 - viii. 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 at <https://evoting.kfintech.com>, and communicated to stock exchanges viz., BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.
 - ix. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.

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 ("Listing Regulations")

Item No. 5

Appointment of M/s. S.R. Batliboi & Associates LLP as the Statutory Auditors of the Company

M/s. Deloitte Haskins & Sells (DHS), Chartered Accountants, have been the statutory auditors of the Company since 2011-12. The existing term of DHS as Statutory Auditor will expire at the conclusion of the ensuing Annual General Meeting of the Company and they are not eligible for re-appointment in terms of provisions of Section 139(2) of the Act read with the Rules made thereunder.

Accordingly, in terms of the provisions of Section 139 of the Act, the Company is required to appoint new statutory auditors. Based on the recommendation of the Audit Committee, the Board of Directors have recommended the appointment of M/s. S.R. Batliboi & Associates LLP, (Reg. No. FRN 101049W/E300004) as the Statutory Auditors of the Company to hold office from the conclusion of this 59th Annual General Meeting until the conclusion of the 64th Annual General Meeting of the shareholders of the Company at a remuneration of ₹ 75,00,000 for the FY 2021-22, subject to the approval by the shareholders pursuant to applicable There is no material change in the fee payable to new auditors.

M/s. S. R. Batliboi & Associates LLP, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1965 and is a Limited Liability Partnership firm ("LLP") incorporated in India. It has its registered office at 22, Camac Street, Kolkata and has 11 branch offices in various cities in India. M/s. S.R. Batliboi & Associates LLP have furnished their consent to act as Statutory Auditors in terms of Section 139 of the Act and have also provided a certificate to the effect that their appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under Section 141 of the Act. Further, as required under Regulation 33 of the Listing Regulations, they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Board recommends their appointment and accordingly, the approval of the Members is being sought by means of an Ordinary Resolution. Further, DHS who hold office as Statutory Auditors of the Company till the conclusion of this AGM would be conducting the limited review on the financial results of the Company for Q1 of the financial year 2021-22.

Memorandum of Interest

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

Item No. 6

Appointment of Mr. A Vellayan as a Director of the Company

Upon turning 65 years of age on November 12, 2020 and with a desire to devote time to philanthropic activity and other interests, Mr. M M Murugappan stepped down from the Board of the Company as Chairman and Director with effect from close of business hours on November 11, 2020.

Consequent to the retirement of Mr. M M Murugappan, the Board of Directors of the Company, based upon the recommendation of the Nomination & Remuneration Committee, at its meeting held on November 11, 2020, appointed Mr. A Vellayan, as an Additional Director and as Chairman of the Company, pursuant to Section 161 of the Act and Article 20.7 of Articles of Association of the Company. In terms of Section 161 of the Act, Mr. A Vellayan holds office upto the date of this AGM of 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. A Vellayan for the office of Director.

The resolution seeks approval of the shareholders for the appointment of Mr. A Vellayan as a Director of the Company, liable to retire by rotation.

The Company has received his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and the intimation in Form DIR-8 in terms of the said Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Prior to the tenure of Mr. M M Murugappan as the Chairman, Mr. A Vellayan served the Company's Board close to two decades and stepped down as Chairman and Director of the Company on January 31, 2018. Under his leadership, the Company transformed into one of the leading farm solutions providers in India by establishing long standing relationships across its wide spectrum of stakeholders with a reputation for trust, ethical standards and passion for growth.

Given his deep business insight on agri inputs industry, his association with industry bodies and associations, policy advocacy with various government bodies/institutions, and dealing with global players in the industry, the Board of Directors of the Company appointed Mr. A Vellayan as a Director and Chairman of the Company.

Mr. A Vellayan is the Chairman of the Company. He holds a Bachelor's Degree in Commerce from Shri Ram College of Commerce, New Delhi, Diploma in Industrial Administration from Aston University, UK and Masters in Business Studies from University of Warwick Business School, UK. He has been conferred Doctor of Science (Honoris Causa) by Aston University, UK.

Mr. Vellayan is the Chairman of Indian Institute of Management, Kozhikode and Roca Bathroom Products Private Limited. He also holds directorship in Ambadi Investments Limited, AMM Foundation and Kanoria Chemicals & Industries Limited. He held various positions in the Murugappa Group in the past.

Mr. Vellayan has vast experience in Fertilisers Business, General Management and Financial Planning.

As required pursuant to the Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by ICSI, a brief resume of Mr. A Vellayan is given in the "Report on Corporate Governance" forming part of the Annual Report.

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

Memorandum of Interest

Except Mr. A Vellayan, 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 Ordinary Resolution. Mr. A Vellayan is not related to any of the Directors or Key Managerial Personnel of the Company.

Item Nos. 7 & 8

Appointment of Mr. Arun Alagappan as a Director and Whole-time Director, designated as Executive Vice Chairman of the Company

Mr. Arun Alagappan, was appointed as an Additional Director of the Company by the Board of Directors at the Board Meeting held on November 11, 2020 pursuant to Section 161 of the Act based on the recommendation of the Nomination & Remuneration Committee. In terms of Section 161 of the Act, Mr. Arun Alagappan holds office upto the date of this AGM of the Company.

Subsequently, the Board at its meeting held on February 1, 2021, based on recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders, appointed Mr. Arun Alagappan as Whole-time Director and designated as Executive Chairman of the Company on the terms and conditions including remuneration as set out in item no. 8 of this notice for a period of 5 (Five) years with effect from February 15, 2021 to February 14, 2026, subject to the approval of the shareholders.

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. Arun Alagappan for the office of Director.

The Resolution in item no. 7 seeks approval of the shareholders for the appointment of Mr. Arun Alagappan as a Director of the Company, liable to retire by rotation.

The Resolution in item no. 8 seeks approval of the shareholders for appointment of Mr. Arun Alagappan as Whole-time Director, designated as Executive Vice Chairman of the Company at the remuneration set out therein. As the proposed remuneration to Mr. Arun Alagappan, who is a promoter, shall be subject to the maximum permissible limit of 5% of the Net Profits of the Company, approval of the shareholders is being sought by way of special resolution as required pursuant to Regulation 17 of SEBI (LODR) Regulations, 2015.

The Company has received his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and the intimation in Form DIR-8 in terms of the said Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. 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 appointment.

Mr. Arun Alagappan is the Executive Vice Chairman of the Company. He has done his Graduation in Commerce from the University of Madras and completed the 'Owner President/ Management Program' from Harvard Business School at Boston, USA.

Mr. Alagappan started his career with GE Capital Services India in 1997. After a two-year stint with GE, he joined the Murugappa Group in 1999 in Parryware, part of E.I.D Parry

(India) Limited. Between 2005 to 2017, he served in Tube Investments of India Limited heading various divisions and functions before eventually becoming the President & Business Head of TI Cycles. In August 2017 Mr. Alagappan was appointed as Executive Director of Cholamandalam Investment and Finance Company Limited and subsequently as the Managing Director in November 2019. He held this position until February 14, 2021, prior to joining Coromandel International Limited. He holds directorship in various other companies such as Lakshmi Machine Works Limited and Roca Bathroom Products Limited.

Mr. Alagappan is acknowledged as a thought leader in the Bicycle Industry and the NBFC Industry.

As required pursuant to the Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by ICSI, a brief resume of Mr. Arun Alagappan is given in the "Report on Corporate Governance" forming part of the Annual Report.

The Board commends the Ordinary Resolution set out at Item No. 7 and Special Resolution set out at Item No. 8 for approval by shareholders.

Memorandum of Interest

Except Mr. Arun Alagappan, 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(s). Mr. Arun Alagappan is not related to any of the Directors or Key Managerial Personnel of the Company.

Item No. 9

Appointment of Mr. Ramesh K. B. Menon as a Director of the Company

Mr. Ramesh K. B. Menon was appointed as an Additional Director of the Company by the Board of Directors at the Board Meeting held on November 11, 2020 pursuant to Section 161 of the Act, based on the recommendation of the Nomination & Remuneration Committee. In terms of Section 161 of the Act, Mr. Ramesh K.B. Menon holds office upto the date of this AGM of 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. Ramesh K.B. Menon for the office of Director.

The resolution seeks approval of the shareholders for the appointment of Mr. Ramesh K. B. Menon as a Director of the Company, liable to retire by rotation.

The Company has received his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and the intimation in Form DIR-8 in terms of the said Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Ramesh K. B. Menon is a Director of the Company. He is an alumnus of XLRI, Jamshedpur. Prior to joining the Board of Coromandel, Mr. Menon led the Group's HR function and was actively involved in the development of business strategy,

supervision for business results and governance as Executive Director-HR in the Murugappa Corporate Advisory Board (MCAB). He also served as Lead Director of the Diversified Businesses of the Murugappa Group and had been the Member of MCAB for seven years. Mr. Menon earlier worked as the Director-HR of Coats, South Asia, with a career spanning 26 years in key HR leadership assignments across regions before joining the Murugappa Group. He is currently on the Boards of E.I.D Parry (India) Limited, Parry Agro Industries Limited, Parry Murray & Company Limited, UK and Ambadi Enterprises Limited.

As required pursuant to the Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by ICSI, a brief resume of Mr. Ramesh K. B. Menon is given in the "Report on Corporate Governance" forming part of the Annual Report.

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

Memorandum of Interest

Except Mr. Ramesh K.B. Menon, 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 Ordinary Resolution.

Item No. 10

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 Mrs. Jyothi Satish, 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 2021-22 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	₹8.50 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 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 2021-22.

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

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.

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

Place: Secunderabad
Date: April 29, 2021

Rajesh Mukhija
Sr. Vice President – Legal
& Company Secretary