



**INTEGRATED  
WE GROW  
MORE**







## INTEGRATED, WE GROW MORE

In our endeavour to become an integrated agri-inputs company, we have made steady expansion of our market offerings and reach. Through strengthening our business proposition with strategic acquisitions, brownfield expansion and joint venture partnerships, we have broadened our capacity, coverage and customer offerings.

With these additions, while tangible assets got consolidated swiftly, intangible ones such as business culture, processes, ethics and goodwill needed more intricate alignment and collaborative approach. During the fiscal year 2014-15, we seamlessly completed this integration, thereby improving overall business synergies.

With this, we fortified our product and service offerings with sizeable leadership across our four business divisions

namely Fertilisers- Phosphatics, Organic Manure and Single Super Phosphate(SSP), Speciality Nutrients, Crop Protection and Agri Retail. We have emerged as a trusted and preferred partner of our customers' varied product and service needs.

Backed with a number of strategic alliances and JVs spanning across geographies, we now have a wider presence in the agri-input value chain – from raw material to harvesting solutions. With an integrated value proposition – a vast array of products, services and knowledge solution – we aspire to make farming sustainable and the world food-sufficient.





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### Forward-looking Statements

Statements in the Annual Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. These statements being based on certain assumptions and expectation of future events, actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting domestic demand-supply conditions, finished goods prices, changes in government regulations etc. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of subsequent developments, information or events.



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**A Vellayan** (DIN 00148891)  
Chairman

**V Ravichandran** (DIN 00110086)  
Vice Chairman

**B V R Mohan Reddy** (DIN 00058215)  
Director

**Prasad Chandran** (DIN 00200379)  
Director

**Ranjana Kumar** (DIN 02930881)  
Director

**Uday Chander Khanna** (DIN 00079129)  
Director

**M M Venkatachalam** (DIN 00152619)  
Director

**Kapil Mehan** (DIN 01215092)  
Managing Director (Upto February 13, 2015)

## MANAGEMENT TEAM

**G Veerabhadram**  
President - Crop Protection

**Amir Alvi**  
Executive Vice President & Head Manufacturing (Fertilisers)

**Arun Leslie George**  
Executive Vice President & Head – Business (SSP)

**P Gopalakrishna**  
Executive Vice President - Speciality Nutrients & Business Development

**S Govindarajan**  
Executive Vice President & Head of Commercial

**Kalidas Pramanik**  
Executive Vice President – Marketing (Fertilisers & Organic)

**Ripu Daman Singh**  
Executive Vice President & Head – Retail

**S Sankarasubramanian**  
Executive Vice President & Chief Financial Officer

## COMPANY SECRETARY

**P Varadarajan**  
Vice President - Legal & Company Secretary

## BANKERS

State Bank of India  
HDFC Bank  
Hongkong and Shanghai Banking Corporation Limited  
ICICI Bank  
Axis Bank  
Yes Bank

## AUDITORS

Deloitte Haskins & Sells  
Chartered Accountants  
1-8-384 & 385, 3rd Floor, Gowra Grand  
S.P. Road, Begumpet, Secunderabad - 500 003

## COST AUDITORS

V Kalyanaraman  
Jyothi Satish

## REGISTRARS & SHARE TRANSFER AGENTS

Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032

## REGISTERED OFFICE

“Coromandel House”  
1-2-10, Sardar Patel Road, Secunderabad - 500 003  
CIN No. : L24120TG1961PLC000892  
Tel. : +91 40 2784 2034  
E-mail : mail@coromandel.murugappa.com  
Website : www.coromandel.biz





# FINANCIAL HIGHLIGHTS

## 10 Years Financial (Standalone)

₹ in Crore

Particulars	Year Ended 31 <sup>st</sup> March									
	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006
Gross Revenue	11,341	9,442	8,627	9,940	7,719	6,527	9,668	3,800	2,084	1,875
EBITDA	905	787	802	1,142	1,136	843	949	455	218	176
Depreciation And Amortisation Expense	103	82	59	56	62	59	56	52	40	37
Finance Costs	209	211	177	117	86	75	85	70	32	24
Profit Before Tax	592	494	566	970	988	708	808	333	146	115
Profit After Tax	403	345	444	693	694	468	496	210	101	84
Net Fixed Assets	1,412	1,238	1,170	940	814	817	792	735	382	364
Net worth	2,165	2,233	2,176	2,371	1,904	1,435	1,127	794	512	438
Borrowings	2,282	1,518	2,270	2,464	1,370	1,918	1,720	1,043	549	426
Deferred Tax Liabilities (net)	187	187	180	67	81	85	79	82	71	75
Total Capital Employed	4,634	3,938	4,626	4,903	3,355	3,438	2,927	1,920	1,133	939
Earnings Per Share (₹)*	13.85	12.05	15.70	24.57	24.69	16.72	17.74	7.50	3.97	3.29
Dividend On Equity ( % )	450	450	450	700	700	500	500	175	100	85
Book value per share (₹)*	74.30	78.86	76.90	83.92	67.56	51.16	40.28	28.39	20.17	17.25

\*Earnings per share and book value per share upto the year FY 2010 recomputed based on split face value of ₹1/per share.

### Notes:

1. Financials from FY 2010-11 onwards are presented as per Revised Schedule VI
2. Financials for FY 2014-15 include erstwhile Sabero Organics Gujarat Limited which merged with Coromandel effective 1 April 2014
3. Financials from FY 2013-14 include erstwhile Liberty Phosphate Limited and erstwhile Liberty Urvarak Limited which merged with Coromandel effective 1 April 2013
4. Financials from FY 2007-08 include erstwhile Godavari Fertilisers and Chemicals Limited which merged with Coromandel effective 1 April 2007
5. Financials from FY 2006-07 onwards include erstwhile Ficom Organics Limited and its wholly owned subsidiary erstwhile Rasilah Investments Limited which merged with Coromandel effective 1 April 2006



# CHAIRMAN'S MESSAGE



The year gone by has seen GDP numbers climbing up by 7.3 percent, with improved macro economic indicators and positive business environment. To sustain this drive, it is imperative that agriculture plays a pivotal role in shaping the future outcome of the nation. With 55 percent of the population engaged in farm activities, agriculture remains the biggest influencer to this inclusive growth story. Agriculture in India stands at the crossroads with rising demand for food items and falling crop acreages. The critical levels of productivity can be achieved through balanced usage of agricultural inputs, improving research, dissemination of technology and increasing irrigation coverage.

We, at Coromandel, are well placed to partner with the farming community to take a giant leap forward towards the agriculture renaissance. Our products and services, covers the entire farming needs, delivering trust and sustainable value to all stakeholders.

During the year, though the farm sector was adversely affected by weak monsoons and drop in crop acreages, Coromandel's performance improved, emerging as one of the leading agri-inputs player in India. We maintained our market leadership in phosphatics segment, growing volumes at a healthy 15 percent rate. Crop protection segment was buoyed by exports, driving on improved operational synergies with erstwhile Sabero business. Speciality Nutrients and Organic manure businesses continue to add value to our customers through addressing secondary and micro nutrient deficiencies in soils and plants and enhancing farmer productivity through higher returns. Our Agri Retail Business improved its overall efficiencies to perform modestly under a challenging environment.

The year gone by has seen your Company complete its integration of people, processes and products with erstwhile Liberty Phosphate. With this, we have established ourselves as

a major player in northern markets, offering low cost nutrient solutions. With the opportunity to source raw materials for SSP from domestic markets and manufacture it, the product aligns well with the 'Make in India' theme. Your Company is committed to support this campaign, and going forward, is planning to play a key role in shaping development of the product. We expect that Government will actively contribute towards spreading awareness for SSP usage and bring reforms on quality front.

In our constant endeavor to serve the farming community, we have ventured into farm mechanization space through entering into a joint venture with leading agri machinery manufacturer, Yanmar and Co. of Japan. With falling farm yields and rising pressure on resources, this strategic partnership can act as a game changer in agri space and can provide scalable solutions to improve farm productivity.

On the policy front, Government has taken few steps towards rationalizing the efficiency for Urea segment by introducing a slew of measures like New Urea Policy, gas pooling and emphasis on neem coated urea. However, subsidy policy continues to favour the Urea segment and has resulted in widening the application ratios for Urea viz-a-viz phosphatics fertilisers. The artificially low Urea price has led to an imbalanced nutrient application, causing a decline in soil fertility and falling crop response. We are expecting policy corrections in near future that not only puts control on the burgeoning subsidy bill, but also improves farm productivity to meet the food security challenges.

Having integrated all our operations during the year, we are better placed to surge ahead and lead the change for years to follow. We are proud to contribute in nation's progress and be part of the farmer's growth story. After integrating the entire farm value chain from offering seed to harvesting solutions, Coromandel has positioned itself to capture the emerging opportunities in agri input space and maximize shareholder returns.

The continuing trust of the shareholders, active engagement of stakeholders and exceptional resolve by the employees has made this growth journey truly inspiring. I take this opportunity to recognize the contributions made by each one of you towards the progress and extend best wishes for a prosperous future.

April 30, 2015

A. Vellayan  
Chairman





# INTEGRATED, WE EMPOWER MORE



Besides becoming populous, the world is also becoming increasingly prosperous. Considering the rising consumption levels in the emerging economies, the strain on farm productivity is only going to grow. The world needs more output from every hectare of farmland, every crop season.

At Coromandel, we are well aligned with more products and solutions today to help farmers grow more. Building on our legacy strength of Fertilisers, we have expanded our offerings across Speciality Nutrients, Crop Protection and Rural Retail.

While Phosphatic Fertilisers help augment plant growth, preserving the soil health for future fertility remains a long ignored domain. With our range of speciality nutrients and organic manure, we have been enabling farmers strengthen and maintain their soil health for a longer term perspective.

In a sparsely and unevenly irrigated country like India, where damages from erratic rainfall are quite prevalent, crop losses from insects, fungus or weeds can be ill afforded. With our vast range of crop protection technical and formulations offerings, we help farmers shield their crops from these challenges. Courtesy our global competitiveness in technical and commercial terms, we export a sizeable portion of our crop protection products across the globe.

We have deepened our engagement with farmers by going closer to them in terms of not only understanding their needs better but also reducing the physical span. With about 800 'Mana Gromor' and 'Namma Gromor' retail outlets across Andhra Pradesh, Telangana and Karnataka, we are offering complete farming solutions to over 2 million farmers.

## ~800

'Mana Gromor' and  
'Namma Gromor'  
retail outlets

Across Andhra Pradesh, Telangana and Karnataka, we are offering complete farming solutions to over 2 million farmers.

## Global Competitiveness

In technical and commercial terms, we export a sizeable portion of our crop protection products across the globe.





# INTEGRATED, WE ACHIEVE MORE



With an installed capacity of 47 lac metric tonnes (including SSP), Coromandel is the second largest phosphatics manufacturer in India. We have grown 29 times over the course of history, since starting operations in 1961. This accelerated growth has been achieved through a judicious mix of organic expansion and synergistic investments. While the acquisition of erstwhile Liberty Phosphate has helped us gain a leadership position in SSP business with combined capacity of around 10 lac tons and market share of 13.3%, erstwhile Sabero Organics strengthened our crop protection portfolio significantly. In crop protection space, combined entity now ranks among the top six players domestically, with notable presence in exports market.


In order to leverage the true power of our scale, we have been effecting a well-structured consolidation and realignment of our tangible and intangible assets. The merger of Sabero, which got completed during the year under review, would help us implement our future growth strategies. These include augmentation of our R&D initiatives and registration capabilities, improved sourcing, faster development and rollouts of new products, increasing co-marketing activities with global leaders and focused foray into Latin America.

Integrated operations facilitate synergised sourcing, marketing & distribution, branding and logistics including export infrastructure. The resultant scale leadership also helps attract and develop a vibrant talent pool. We have been channelising diverse competency, innovative ideas and experimental learning within the group. Hence with our seamless business integration, we have enhanced our competency to achieve more.

We expanded our presence pan India by covering India's North and West markets through offering cost efficient nutrient alternative that caters to all customer segment including small and marginal farmers by moving from high "P" to low "P".

With a diverse pool of human resource built over years by both inorganic and organic route, we have integrated our HR processes. We work towards continuous skill enhancement of our resources with periodical training programs.



With an installed capacity of 47 lac metric tonnes (including SSP), Coromandel is the **Second largest**  phosphatics manufacturer in India.

We have been channelising diverse competency, **innovative ideas** and experimental learning within the group.





# INTEGRATED, WE CONNECT MORE

Another facet of our integrated business approach is the uniform brand strategy. All our products and services are marketed under our legacy brand 'Gromor'. From Gromor Sulphur to Gromor Suraksha to Mana Gromor, our range of products and services are effectively deploying the mother brand with relevant extensions successfully. Effective usage of a strong single brand is not only helping create a higher brand salience but also optimise our promotional spends. Besides improving visibility, the growing equity of brand 'Gromor' is helping us improve our share in addressable markets of Andhra Pradesh, Telangana, Karnataka, Tamil Nadu and Maharashtra.

Under a unique 'Gromor Sampoorthi' initiative, we provide crop-specific complete nutrient solutions to farmers with an aim to maximise their yields. 'Gromor Suraksha', our crop protection brand has successfully transcended our traditional strength of Southern and Western India and has been doing well in Northern India. Taking the brand name far and wide, we are continuously enhancing our retail network under the Gromor brand. In 2014-15, we have successfully integrated erstwhile Liberty Phosphate's popular brand 'Double Horse' under Gromor umbrella.

In order to deepen our customer engagement and connect, we have launched an IT-enabled tool, 'Gromor Nutrient Manager', which delivers customised fertiliser recommendation based on farmers' soil fertility. Our extension initiatives through soil and petiole testing, crop demonstrations and advisory services has aided in knowledge dissemination at the farm levels, thereby earning farmer trust and loyalty.



Under a unique

## Gromor Sampoorthi

initiative, we provide crop-specific complete nutrient solutions to farmers with an aim to maximise their yields.



We are continuously enhancing our network and reach under the Gromor brand.



# INTEGRATED, WE PROTECT MORE

Being a caring organization for all its stakeholders and to the society is imperative for sustainability. Along with our thrust on profitability, we make a perfect balance with our people as well as the environment.

We give top most priority to Safety, Health and Environment (SHE) performance and standards across all our plants. We regularly assess and work towards making sure that all our plants achieve best standards in terms of Safety and Environment performance.

Our commitment towards environment remains firm. At Vizag, we undertook a project on Reclamation (Greening) of Phospho Gypsum (PG) heaps, offering an environmental solution to a perennial problem of fertiliser plants within the country and world over. This project has attracted the nation's attention by winning 3 innovation awards so far. The joint team (Coromandel & TERI) successfully reclaimed the impacted land and has completed plantation of about 18,000 units in an area of 18 acres. The project is going to set a benchmark for all phosphoric acid plants within the country as well as across the world for improving environment.



## Safety Culture

Our continued focus towards strengthening safety culture across the organisation has significantly lowered TRIR

## Our Plants

We regularly assess and work towards making sure that all our plants achieve best standards in terms of Safety and Environment performance.



# INTEGRATED, WE CARE MORE



Children availing improved services  
at Coromandel sponsored  
Pediatric ward in Government General  
Hospital, Kakinada

During the year, our efforts have spanned around the key areas of Education, Health and Community development for the society we engage with. These initiatives have targeted the deprived to improve their standards of living. The initiatives in education were targeted to improve the quality of learning in government schools and make education accessible to the needy. Health initiatives included the opening of two

new Coromandel Medical Centres to provide the option of preventive health care. As a responsive Corporate, we have always been the first to extend our helping hand to the people in need. This was the case with relief operations undertaken after cyclone Hudhud in Visakhapatnam.

Corporate Social Responsibility at Coromandel is a reflection of our philosophy of implementing sound business practices through sustainable value for all its stakeholders.



Girls interacting with their  
facilitator on the importance  
of maintaining health  
and hygiene in Ennore





# THE WORLD OF COROMANDEL



A flagship company of ₹ 269 billion Murugappa Group, Coromandel International Limited is India's second largest Phosphatic fertiliser player having presence across major nutrient segments. Our business divisions include Fertilisers, Speciality Nutrients, Crop Protection and Retail. We manufacture a wide range of fertilisers and market around 4.3 million tons annually, making us a leader in our addressable markets.

## Vision

To be the leader in farm solutions business in geography of choice, consistently delivering superior value to stakeholders through highly engaged employees, with a strong commitment towards sustainability and our values.



## Mission

To enhance prosperity of farmers through quality farm solutions with sustainable value for all stakeholders



## Key Highlights of the Year:

- Completed merger of Sabero Organics Gujarat Limited with Coromandel International Limited
- Strengthened presence in Farm mechanization space through setting up Yanmar Coromandel Agrisolutions Private Limited - a Joint Venture between Coromandel International Limited, Yanmar & Co. of Japan and Mitsui & Co. of Japan- for manufacturing and marketing a wide range of farm machinery
- Established significant presence in exports business through strengthening Crop Protection operations
- Maintained market leadership in SSP, Speciality nutrients, Organic manure product segments
- Intensified R&D efforts through newly developed facility in Hyderabad, in addition to existing Vizag, Sarigam and Ankaleshwar units
- Improved channel reach through expanding retail presence to around 800 stores in 2014-15 from 690 in 2013-14
- Improved customer interface and response time, through establishing divisional marketing offices across six regions in India
- Improved safety parameters across all plants, that has contributed to low TRIR

We are deeply rooted in our philosophy  
"The fundamental principle of economic activity is that no man you transact with will loose then you shall not"



# STRATEGIC BUSINESS UNITS



## FERTILISER

Started in the year 1961, our fertiliser business over the past half a century has come a long way from a mere 1.8 lac MT production capacity to close to 47 lac MT (including SSP). We are the market leader in complex fertiliser segment with a production capacity of 36.25 lac tons of Di-Ammonium Phosphate (DAP) and Complexes. We offer a complete bouquet of products in fertiliser segment- Nitrogen (N), Phosphatic (P) and Potassic (K) in various grades.

During our course of journey, we have made several strategic arrangements through acquisition & Joint Ventures towards securing raw material and importing DAP, Potash, Urea and NPK products for distribution

### Key Highlights 2014-15

- Improved Phosphatics volumes during the year by 15% to 25.6 Lac MT
- Regained leadership position in Complex fertilisers segment- 26% market share in FY14-15 from 23% in FY13-14
- Continued thrust towards brand focus has led to improved market share in all the key operating states of Andhra Pradesh, Telangana, Karnataka, Maharashtra, Tamil Nadu, West Bengal and Odisha
- Production of new grades- 24:24:0:8S and Zincated DAP got successfully stabilized. The products have received positive response from the market.



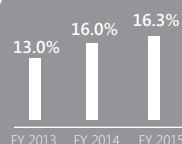
Continued thrust towards brand focus has led to improved market share in all the key operating states of Andhra Pradesh, Telangana, Karnataka, Maharashtra, Tamil Nadu, West Bengal and Odisha



**We market around 43 lac ton of phosphatic, nitrogenous and potassic fertilisers,**

**making us the largest private sector player in India.**

Phosphatics Market Share





## CROP PROTECTION



We manufacture and market Crop Protection products- Insecticides, Fungicides, Herbicides and Bio Stimulants. We have a strong R&D focus for developing technologically superior and environmentally safe products. Crop Protection products are exported to various countries and has tie-ups with multinationals for marketing their products in India. With increase in adoption of hybrid seeds in India, the segment offers significant growth potential in coming years.

After completion of erstwhile Sabero Organics integration with us, the combined entity has expanded its operations, and derisked its business through sizable exports presence.

We produce Crop Protection products at our plants in Ankleshwar, Ranipet, Jammu, Sarigam and Dahej.

### Key Highlights 2014-15

- Improved brand equity by extending umbrella brand "Gromor Suraksha" across India
- Completed capacity enhancement projects and improved structural stability across the plants
- Established setup in China during the year to improve sourcing efficiencies and gain market information
- New products introduced through research focus
- Exports growth and product registration



**Gromor Suraksha delivers crop protection solutions through adoption of best agriculture practices.**

**Strong R&D focus and sound exports presence drives the growth of our Crop Protection business.**





## SPECIALITY NUTRIENT



The Speciality nutrient division complements our efforts in improving the Indian farm productivity by offering secondary and micro nutrients and water soluble fertilisers (WSF). We manufacture multiple variants of Bentonite Sulphur through our plant in Vizag and have pioneered its introduction and promotion in India. We also manufacture, import and market WSF across the country, through our plant in Vizag and Coromandel SQM's plant in Kakinada. In addition, we market zinc and boron based micro nutrients, supplementing our vast bouquet of nutrient range in Speciality nutrients segment.

With the growing need for improving crop productivity, the business has transformed itself to offer crop based solutions. The increasing thrust towards adoption of drip irrigation and balanced nutrition offers huge opportunities for the business.

### Key Highlights 2014-15

- Strengthened "Gromor Sampoorathi" initiative for offering complete crop specific nutrition solution to maximize farmer's yields through adoption of Speciality fertilisers
- Crop based new product introduced with our SQM's support
- Developed crop knowledge in Horticulture segment through large scale crop trials



Speciality Nutrients solutions targets quality enhancement and yield maximisation, thereby increasing farmer's return

We rank among the market leaders in Bentonite Sulphur and Water soluble fertiliser segment through our unique product offerings and crop knowledge







## RETAIL



Our retail arm was started in the year 2007 with 2 outlets. Currently, we operate around 800 Mana Gromor and Namma Gromor retail centers (MGC) in Andhra Pradesh, Telangana and Karnataka, which market our products directly to the farmers.

The MGCs have served as a 'One Stop Solution' for addressing farmer needs by offering entire range of agri inputs like fertilisers, crop protection products, secondary and micronutrients, seeds, sprayers, mechanized farm services and veterinary feed. They offer diagnostic services like soil testing for major nutrients, field visits for crop diagnosis and technical advisory at the retail center.



Through our toll free help line "Hello Gromor" and online advisory through Webinars, we have improved our connect with the farmers, disseminating knowledge and improving reach to far off corners.



## Key Highlights 2014-15

- Improved share of non fertiliser turnover from 32% to 36% during the year
- Increased coverage through around 800 MGCs from 690 in FY 2013-14 in Andhra Pradesh, Telangana and Karnataka
- Introduced an IT enable tool "Gromor Nutrient Manager" which facilitates in enhancing farmers returns through delivering customized fertiliser application recommendation based on farmer's soil fertility.
- Implemented Auto-Indenting and Auto Replenishment processes to improve supply chain efficiencies
- Expanded product mix across all categories to improve product offerings



In its seven years' journey, these retail outlets have become the face of the Company, generating significant brand equity and trust among the farming community.



# NOTICE

Notice is hereby given that the Fifty Third Annual General Meeting of the Members of Coromandel International Limited will be held on Monday, July 27, 2015 at 10.30 AM at Hotel Minerva Grand, SD Road, Secunderabad 500003, to transact the following business:

## Ordinary Business

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Report of the Board of Directors and the Report of the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the Report of the Auditors thereon
2. To declare a dividend for the year ended March 31, 2015.
3. 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 Mr. M M Venkatachalam, having DIN 00152619, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".
4. To ratify appointment of M/s. Deloitte Haskins & Sells, as Auditors for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and in this connection, to consider and if deemed fit, to pass the following Resolution as an Ordinary Resolution:
 

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other Rules framed thereunder, as amended from time to time, the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 0080725) as Auditors of the Company for a period of 5 consecutive years, made at the Fifty Second Annual General Meeting (AGM), be and is hereby ratified for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of ₹ 55 lakhs (Rupees Fifty Five lakhs only) plus reimbursement of out of pocket expenses and applicable taxes and the Board of Directors of the Company are hereby authorised to pay such increased audit fee as they may deem fit."

## Special Business

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
 

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, the Cost Auditors appointed by the Board of Directors of the Company,

to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the statement hereunder:

Name of the Auditor	Unit / Area of the Audit	Audit Fees payable*
Mr. V Kalyanaraman	All units of the Company at Visakhapatnam, Kakinada, Ennore, Ranipet (pesticides), Ankleshwar and Jammu	₹ 7 Lacs
Ms. Jyothi Satish	All units of the Company manufacturing Single Super Phosphate	₹ 1 Lac
Mr. P D Dani	The Pesticides Units in Sarigam and Dahej	₹ 2 Lacs

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

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

By Order of the Board  
For Coromandel International Limited



P Varadarajan

VP – Legal & Company Secretary

Registered Office :  
"Coromandel House"  
1-2-10, Sardar Patel Road  
Secunderabad 500 003  
Date: April 30, 2015

## NOTES:

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

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

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

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a duly certified copy of the Board

Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

3. Brief profile of Mr. M M Venkatachalam, Director proposed to be re-appointed along with names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and his relationship with other directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s), are provided in the Report on Corporate Governance forming part of the Annual Report.
4. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from July 18, 2015 to July 27, 2015 (both days inclusive).
6. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act 1956 and the corresponding provision under the Companies Act 2013, the amount of dividend remaining unclaimed up to the financial year 2006-07 has been transferred, from time to time on due dates, to the Investors Education & Protection Fund. Details of unpaid/unclaimed dividends lying with the Company as on the last Annual General Meeting of the Company is available on the website of the Company.
7. Members/Proxies attending the Meeting are requested to complete and bring the Attendance Slip enclosed with the Annual Report and hand over the same at the entrance of the meeting hall, duly signed.
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the concerned Depository Participant by the members.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
11. Non-Resident Indian Members are requested to inform Karvy, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

13. The Securities and Exchange Board of India (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 / Karvy.

#### 14. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to provide the members facility to exercise their right to vote at the 53<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited. The procedure for participating in the e-voting is given below:

#### E-Voting Instructions:

- A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company / Depository Participants (s)]:
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (**i.e. User ID and password**). In case of physical folio, User ID will be EVEN number **1763** followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.



- vi. On successful login, the system will prompt you to select the "EVENT" i.e., Coromandel International Limited.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
  - ix. Voting has to be done for each item of the notice separately.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm; else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email mrtumuluruk@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Coromandel – 53rd AGM".
- B. (i) In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants (s)]
- (ii) **E-Voting Event Number** – 1763 (EVEN), User ID and Password is provided in the Attendance Slip.
- (iii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- (2) Voting at AGM: The Members who have not cast their vote electronically, can exercise their voting rights at the AGM. The Company will make necessary arrangements (e-voting/ ballot) in this regard at the AGM Venue. Members, who cast their votes by e-voting prior to AGM may attend the AGM, but will not be entitled to cast their votes again.

#### Other Instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call KCPL on 44655000 & 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 **Thursday, July 23, 2015 (9.00 a.m. IST)** and ends on **Sunday, July 26, 2015 (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., July 20, 2015, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. Those who become Members of the Company after despatch of the AGM Notice but on or before **July 20, 2015** (cut-off date) may write to Karvy at [evoting@karvy.com](mailto:evoting@karvy.com) or to the Company at [investorgrievance@coromandel.murugappa.com](mailto: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 **July 20, 2015**.
- vi. The Board of Directors has appointed Mr. Tumuluru Krishnamurthy (Membership No. FCS 142 and PCS No. 1293), Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vii. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- viii. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- ix. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website [www.coromandel.biz](http://www.coromandel.biz) and on the website of KARVY <https://evoting.karvy.com>, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.



## ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act").

### ITEM NO.5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 as per the following details:

Name of the Auditor	Unit / Area of the Audit	Audit Fees payable*
Mr. V Kalyanaraman	All units of the Company at Visakhapatnam, Kakinada, Ennore, Ranipet (pesticides), Ankleshwar and Jammu	₹ 7 Lacs
Ms. Jyothi Satish	All units of the Company manufacturing Single Super Phosphate	₹ 1 Lac
Mr. P D Dani	The Pesticides Units in Sarigam and Dahej	₹ 2 Lacs

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

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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 Resolution for approval by the members.

By Order of the Board  
For Coromandel International Limited



Place: Secunderabad  
Date: April 30, 2015

**P Varadarajan**  
VP – Legal & Company Secretary



# DIRECTORS' REPORT

Your Board of Directors have pleasure in presenting the 53<sup>rd</sup> Annual Report together with the Audited Financial Statements for the financial year ended March 31, 2015.

## Summary of Financial Results

	₹ in Crore	
	2014-15	2013-14
<b>Revenue:</b>		
From Operations	11285	9381
Other	56	61
<b>Total Revenue</b>	<b>11341</b>	<b>9442</b>
<b>Profit:</b>		
Profit before Interest, Depreciation and Taxation	908	800
Less: Interest	209	211
Depreciation	103	82
<b>Profit Before Exceptional Items &amp; Tax</b>	<b>596</b>	<b>507</b>
<b>Exceptional Item</b>	<b>4</b>	<b>13</b>
Profit Before Tax	592	494
Less: Provision for Tax (including deferred tax)	189	149
<b>Profit After Tax</b>	<b>403</b>	<b>345</b>

The results for the current year include results of erstwhile Sabero Organics Gujarat Limited, which has been amalgamated with your Company with effect from April 1, 2014, pursuant to a Scheme of Amalgamation approved by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh and the Hon'ble High Court of Gujarat.

## Transfer to Reserves

The Company proposes to transfer ₹ 300 crore to the General Reserves of the Company and retain ₹ 616.28 crore in the Profit and Loss Account.

## Dividend

Your Directors are pleased to recommend a final Dividend of ₹ 2.50 per equity share of ₹ 1 each. The Company had announced an interim dividend of ₹ 2 per equity share on March 23, 2015 and paid the same during April 2015. The total dividend for the year ended March 31, 2015 would accordingly be ₹ 4.50 per equity share of ₹ 1 each. The total outgo for the year would be ₹ 157.53 crore, including dividend distribution tax of ₹ 26.47 crore.

## Operations

After experiencing two difficult years, fertiliser industry's performance improved during 2014-15, on account of normalisation of pipeline inventories, relatively stable currency rates and modest global prices of fertilisers and key inputs. The industry sales for DAP and complex fertilisers recovered moderately by 12%. However, the farm sector was impacted by deficit monsoons, lower reservoir levels, falling crop acreages and declining agri commodity prices in key markets.

Your Company leveraged its strengths to post significant growth during the year, by offering its complete portfolio of agri-inputs, comprising of fertilisers and organic manure, crop protection products and speciality nutrients. Further, your Company continued expansion of its rural retail footprint in Andhra Pradesh, Telangana and Karnataka to about 800 stores and improved its performance by growing the non-fertiliser business and increasing its realizations.

During the year, your Company has strengthened its market leadership position in complex fertilisers segment, growing the volumes by 32% and improving its market share from 23% to 26%. The overall market share in Phosphatic segment improved from 16% to 16.3% with a healthy volume growth of 15% over last year. The brand equity index in key markets has seen a turnaround, which resulted in increased market share in Andhra Pradesh, Telangana, Karnataka, Tamil Nadu, West Bengal and Maharashtra. The year saw establishment of Divisional Marketing Offices to improve customer interface and response time. With the setting up of focused Marketing, Supply Chain, Finance and HR support services at the regional level, it is expected that decision making and customer servicing will improve going forward.

On the Operations front, your Company effectively managed phosphoric acid availability to improve its capacity utilization. Fortified products like 24:24:0:8S and Zincated DAP were introduced during the year and production was successfully stabilized. Vizag plant operations, which were affected by Hud hud cyclone in October 2014, were efficiently handled and impact was minimized with nil injury to workmen. Your Company continued its focused commitment towards improving plant safety, and ensured Total Recordable Injury Rate per million man hours (TRIR) of the fertiliser units is less than 1.

Crop Protection division strengthened its Exports business to key markets in Latin America (LATAM) and Europe and posted significant growth during the year. Domestic formulations business, though impacted by season failure, continued to improve its brand equity through umbrella branding "Gromor Suraksha". Your Company established a China desk for improving its sourcing efficiency, marketing, registration, technology partnerships and market information capabilities. To bring focus to product synthesis and new molecule development, an R&D Centre has been set up in Hyderabad. The facility will be used to establish new product pipeline on a continuous basis to meet global business needs and growth aspirations.

During the year, Sabero Organics Gujarat Limited, a subsidiary of the Company, was merged with the Company, pursuant to the Scheme of Amalgamation approved by the High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh and the High Court of Gujarat. The synergy of both the businesses will be leveraged to strengthen technical product portfolio and improve penetration globally.

Your Company continues to be among the market leaders in Water Soluble Fertilisers (WSF) and Sulphur product segments. During the year, Speciality Nutrients business strengthened its crop based promotion approach through launch of "Gromor Sampoorthi" initiative. The initiative aims at providing complete crop specific nutrition solution to maximize farmer's yields through adoption of Speciality fertilisers. Business also leveraged strengths of its joint venture partner SQM, to introduce crop specific WSF grades and developing crop knowledge.

Retail business, despite low off take of fertilisers, reported growth in non fertiliser products. A number of new initiatives were introduced during 2014-15 to improve process efficiencies and facilitate long term growth. This has led to a growth in Retail margins by 12.5% over the previous year levels. Our retail outlets, spread across Andhra Pradesh, Telangana and Karnataka, have become the face of the Company and received many prestigious awards during the year, in recognition of its contribution to agriculture and business performance in rural retail.

Your Company enhanced its geographical presence in Northern and Western region post acquisition of Liberty Phosphate Limited in 2013-14. During the year, SSP business consolidated its operations to maximize synergy out of the combined team. As a result, sales volumes improved by 1.5%, inspite of severe crop losses in key operating markets. Specific focus was given to strengthen brand building initiatives for integrating Double Horse brand with Gromor through mass media campaigns.

During the year, your Company entered into a joint venture (JV) with Yanmar and Mitsui, for manufacturing and marketing farm implements - rice transplanters and combined harvesters. With reducing resources and dropping yields in India, your Company is now suitably positioned to offer cost effective solutions to farmers to improve their crop productivity. The JV will be leveraged to develop equipment, tailored for Indian farm requirements and scale up its Farm Mechanization Services operations.

Your Company has recorded a total revenue of ₹ 11,341 crore. Profit for the year before depreciation, interest and taxation was ₹ 908 crore and Profit before tax was ₹ 592 crore. Net Profit after tax was ₹ 403 crore.

### Management Discussion & Analysis

The Management Discussion and Analysis Report highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns etc. is furnished separately and forms part of this Report.

### Directors' Responsibility Statement

The Directors' Responsibility Statement pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 ("the Act") is appended as *Annexure A* to this Report.

### Consolidated Financial Results

Consolidated Financial Statements incorporating the operations of the Company, its subsidiaries and Joint Venture Companies is appended. As required under the provisions of the Act, a statement showing the salient features of the financial statements of the subsidiaries, associates and joint ventures is enclosed as an *Annexure B* to this Report.

The financial statements of the subsidiary companies will be made available to the members of the Company and its subsidiary companies on request and will also be kept for inspection in the Registered Office of the Company.

### Subsidiary Companies

During the year under review, Liberty Phosphate Limited (LPL), Liberty Urvarak Limited and Sabero Organic Gujarat Limited (Sabero) have ceased to be subsidiaries of the Company, consequent to their merger with the Company pursuant to Schemes of Amalgamation. Sabero Organics America SA, Brazil, Sabero Australia Pty Ltd.,

Australia, Sabero Europe BV, Netherland, Sabero Argentina SA, Argentina and Sabero Organics Mexico SA de CV, Mexico, which were subsidiaries of Sabero have now become direct subsidiaries of the Company consequent to the merger of Sabero with the Company. Similarly, Liberty Pesticides and Fertilisers Ltd., which was subsidiary of LPL, has also become a direct subsidiary of the Company.

Brief details of the performance of the subsidiaries of the Company are given below.

#### a) CFL Mauritius Limited (CML)

CFL Mauritius Limited, a wholly owned subsidiary, incurred loss of US \$ 0.05 million (equivalent to ₹ 0.31 crore) during the year ended December 31, 2014. Primary source of income for this subsidiary is dividend income from Foskor (Pty) Ltd. and the subsidiary did not receive any dividend from Foskor during the year.

#### b) Parry Chemicals Limited (PCL)

PCL, a wholly owned subsidiary of the Company, earned a total revenue of ₹ 1.12 crore for the year ended March 31, 2015 and Profit after Tax was ₹ 0.60 crore.

#### c) Dare Investments Limited (DIL)

DIL, a wholly owned subsidiary of the Company, did not have any significant operations and incurred a loss of ₹ 0.01 crore for the year ended March 31, 2015.

#### d) Liberty Pesticides and Fertilisers Limited (LPFL)

LPFL, a wholly owned subsidiary of the Company, did not have any significant operations during the year 2014-15.

#### e) Coromandel Brasil Limitada (CBL)

CBL, a Limited Liability Partnership, owned 100% by the Company and its subsidiary CFL Mauritius Ltd., is primarily engaged in getting product registrations in Brazil and procuring orders for supplies from India. It incurred a net loss of Brazilian Reals 0.22 million (equivalent to ₹ 0.58 crore) for the year ended December 31, 2014.

#### f) Sabero Organics America SA (SOAL)

SOAL is primarily engaged in getting product registrations in Brazil and procuring orders for supplies from India. It incurred a net loss of Brazilian Reals 0.26 million (equivalent to ₹ 0.68 crore) for the year ended December 31, 2014.

#### g) Sabero Australia Pty Ltd. (SAPL)

SAPL did not have any significant operations during the year 2014-15. It incurred a net loss of AUD 0.03 million (equivalent to ₹ 0.14 crore) for the year ended March 31, 2015.

#### h) Sabero Europe BV (SEBV)

SEBV is primarily engaged in getting product registrations in Europe and procuring orders for supplies from India. It did not have any significant operations during the year ended May 31, 2014.

#### i) Sabero Argentina SA (SA)

SA is primarily engaged in getting product registrations in Argentina and procuring orders for supplies from India. It



incurred a net loss of Peso 0.01 million (equivalent to ₹ 0.01 crore) for the year ended December 31, 2014.

**j) Sabero Organics Mexico SA de CV (SOM)**

SOM is primarily engaged in getting product registrations in Mexico and procuring orders for supplies from India. It incurred a net loss of Peso 2.64 million (equivalent to ₹ 1.21 crore) for the year ended December 31, 2014.

**Joint Venture Companies**

**a) Coromandel SQM (India) Pvt Ltd.**

The Joint Venture Company, formed to set up a Water Soluble Fertilisers (WSF) Plant at Kakinada, Andhra Pradesh, has earned a total income of ₹ 63.39 crore for the year ended March 31, 2015 and the net Profit was ₹ 2.02 crore.

**b) Yanmar Coromandel Agrisolutions Private Limited**

The Joint Venture formed during the year, would initially sell imported rice transplanters and combined harvesters and, over a period of time, increase the level of indigenization by manufacturing various components in order to reduce costs and customize the products for Indian conditions. Coromandel holds 40% equity in the JV Company and the balance is held by Yanmar (40%) and Mitsui (20%). The JV Company has commenced operations and during the year ended March 31, 2015 recorded a revenue of ₹ 7.35 crore and incurred a loss of ₹ 1.71 crore.

**c) Coromandel Getax Phosphates Pte. Ltd**

The Joint Venture Company based in Singapore was formed for leveraging opportunities for rock phosphate mining/sourcing. It incurred a loss of US \$ 0.15 million (equivalent to ₹ 0.94 crore) for the year ended December 31, 2014.

**Associate Company**

**a) Sabero Organic Philippines Asia Inc (SOPA)**

Consequent to the merger of Sabero with the Company, SOPA has become an associate company. The company is based in Philippines. However, no operations have commenced in the company.

**Strategic Investments**

**a) Tunisian Indian Fertilisers S.A., Tunisia (TIFERT)**

Your Company has a strategic investment of 15% equity stake in TIFERT, a company based in Tunisia, manufacturing phosphoric acid. The strategic investment in TIFERT is aimed at securing uninterrupted supply of phosphoric acid for the Company's operations at Kakinada and Visakhapatnam. TIFERT's plant in Tunisia, which was commissioned during the year 2013, could not operate at desired capacity due to paucity in supply of phosphate rock on account of social unrest in that country. With the normalcy returning in Tunisia, the rock supply situation is expected to improve resulting in better performance by TIFERT during the year 2015.

**b) Foskor (Pty) Limited, South Africa**

Your Company, along with CFL Mauritius Limited, holds 14% equity of Foskor (Pty) Limited and continues to leverage its relationship with Foskor in sourcing phosphoric acid, the key raw material, for manufacturing phosphatic fertilisers.

**Safety, Health and Environment (SHE)**

Company's focus on Safety, Health and Environment continued during the year under review across all locations with all manufacturing plants maintaining high safety standards. Company has put in place robust processes and performance indicators to track its SHE performance. There was a significant reduction in reportable incidents during the year. Your Company maintained high standards of environmental performances with all facilities operating well within norms. Your Company continued its efforts to track health indicators of all its operating staff working in critical areas through its occupational health centres at its factories.

Process safety focused on fertiliser plants and special drive carried out during annual turnaround time helped in addressing the process related 'near miss' incidents. Structural safety initiatives undertaken at Ennore and Visakhapatnam units will continue to improve the structural integrity. Increased emphasis laid on contractor safety training, performance monitoring, continuous communication and initiation of a reward mechanism resulted in healthy plant safety environment.

Action plan implemented based on DuPont safety management evaluation assessment will continue to strengthen the safety culture of the organisation. All the plants continued to make significant progress in attaining external SHE recognition, and have been certified with ISO 14001 Environmental Management System certification and conforms to Process Safety Management System. The overall safety and environment continued to improve during the year.

**Corporate Social Responsibility Initiatives**

The Company has taken up various Corporate Social Responsibility (CSR) initiatives in the past, directly and also through AMM Foundation, an autonomous public charitable trust engaged in philanthropic activities in the field of Education and Healthcare. With the enactment of the CSR provisions in the Act, Company has formed a CSR Committee and a CSR Policy in conformity with the provisions of the Act. The CSR Policy can be accessed on the Company's website at the following link [http://coromandel.biz/csr\\_policy.html](http://coromandel.biz/csr_policy.html). During the year, the Company has undertaken various CSR projects in the areas of education, health, water and sanitation. These projects are in accordance with Schedule VII of the Act. As per the provisions of the Act, the Company was required to spend ₹ 13.23 crore towards CSR activities during the year 2014-15, of which the Company has spent ₹ 10.28 crore. Details of constitution of the CSR Committee, CSR Projects undertaken during the year and the reasons for not spending the balance amount are given in the *Annexure C* to this Report.



## Awards and Recognition

Your Company continues to receive many awards and accolades from industry associations. During the year the Company received the following awards/accolades:

- a) "Outstanding Agrisolutions Provider of India" from the Consortium of Indian Farmers Associations at the 10th National Farmers Conference held in December 2014.
- b) 'Agriculture Leadership Awards 2014' for empowering farms and farmers with agriculture inputs products and farm services.
- c) CMO Asia Retail Excellence Award 2014 for Customer Loyalty Program initiative.
- d) CII-ITC Sustainability Awards 2014 - Commendation for Significant Achievement in Environment Management – by the Ennore Plant.
- e) India Manufacturing Excellence Award (IMEA) for Workplace Safety Management in Innovative category by Frost & Sullivan at Mumbai, for the Ennore Plant.
- f) "Retailer of the Year" award under Rural Impact and CSR Category by ABP News.
- g) Prestigious Global Communicator Awards from Academy of Interactive & Visual Arts, New York - Global Award of Excellence (Gold) for "Calendar 2013", Global Award of Distinction for "Voice (Silver) 2013" Cover page, Global Award of Distinction (Silver) for "Voice 2013".

## Particulars of Loans, Guarantees and Investments

Details of loans and guarantees given and investments made under Section 186 of the Act are given in the Notes to the Financial Statements.

## Public Deposits

The Company has not accepted any deposit from the public under Chapter V of the Act or under the corresponding provisions of Section 58A of the Companies Act, 1956, since 2003 and no amount of principal or interest was outstanding as on the Balance Sheet date.

## Share Capital

The paid up equity share capital of the Company as on March 31, 2015 was ₹ 29.13 crore. During the year the Company had issued shares as detailed below:

- a) 25,74,193 equity shares of ₹1 each to the shareholders of erstwhile Liberty Phosphate Limited pursuant to a Scheme of Amalgamation;
- b) 53,09,210 equity shares of ₹ 1 each to the shareholders of erstwhile Sabero Organics Gujarat Limited pursuant to a Scheme of Amalgamation; and
- c) 1,85,132 equity shares of ₹ 1 each under ESOP Scheme 2007 of the Company.

## Particulars of Employees

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as *Annexure D* to this Report.

A statement containing the name of every employee employed throughout the financial year and in receipt of remuneration of ₹ 60 lakh or more, or employed for part of the year and in receipt of ₹ 5 lakh or more a month, under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed as *Annexure E* to this Report.

## Extract of the Annual Return

In accordance with Section 134(3)(a) of the Act, an extract of the Annual Return in the prescribed format is appended as *Annexure F* to this Report.

## Corporate Governance

The Company is committed to maintain high standards of Corporate Governance. As stipulated under the requirements of the Listing Agreement with Stock Exchanges, a report on Corporate Governance duly audited is appended as *Annexure G* for information of the Members. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the Report on Corporate Governance.

## Directors and Key Managerial Personnel

In accordance with Article 121 of the Company's Articles of Association, read with Section 152 of the Act, Mr M M Venkatachalam retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Prasad Chandran was appointed as an Additional Director on April 18, 2014 and then as an Independent Director of the Company at the last Annual General Meeting held on July 23, 2014.

All the Independent Directors of the Company have given declarations under sub-section (6) of Section 149 of the Act, and the same have been considered and taken on record by the Board.

Mr. S Sankarasubramanian, Chief Financial Officer and Mr. P Varadarajan, Company Secretary, are the Key Managerial Personnel (KMP) of the Company in terms of the provisions of the Act. Mr. Kapil Mehan, Managing Director, who was one of the KMPs, has resigned and was relieved on February 13, 2015.

## Familiarisation Programme for Independent Directors

On their appointment, Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business Heads and key executives of the Company is also facilitated. Detailed presentations on the business of each of the Division are also made to the Directors. Direct meetings with the Chairman and the Managing Director are further facilitated for



the new appointee to familiarize him/her about the Company/its businesses and the group practices.

As part of the familiarization programme, a handbook is provided to all Directors including Independent Directors at the time of their appointment. The handbook provides a snapshot to the Directors of their duties and responsibilities, rights, appointment process and evaluation, compensation, Board procedure and stakeholders' expectations. The handbook also provides the Directors with an insight into the Group's practices.

The details of familiarisation programme as above are also disclosed on the Company's website [http://coromandel.biz/Investorsinformation\\_IDFP](http://coromandel.biz/Investorsinformation_IDFP).

### **Number of Board Meetings**

A calendar of meetings is prepared and circulated in advance to the Directors. During the year 2014-15, six Board Meetings were held, the details of which are given in the Report on Corporate Governance.

### **Internal Financial Control Systems**

The Company has adequate Internal Financial Controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

The Company has its own corporate internal audit function to monitor and assess the adequacy and effectiveness of the Internal Financial Controls and System across all key processes covering various locations. Deviations are reviewed periodically and due compliance ensured. Summary of Significant Audit Observations along with recommendations and its implementation are reviewed by the Audit Committee and concerns, if any, are reported to Board.

### **Vigil Mechanism / Whistle Blower Policy**

The Company has a Whistle Blower Policy which provides the employees, customers, vendors and directors an avenue to raise concerns on ethical and moral standards and legal provisions in conduct of the business operations of the Company. It also provides for necessary safeguards for protection against victimization for whistle blowing in good faith. The Whistle Blower Policy and the Vigil Mechanism is also placed on the website of the Company.

### **Board Evaluation**

In accordance with the provisions of the Act and Clause 49 of the Listing Agreement, the Board has carried out evaluation of its own performance, the performance of Committees of the Board, namely, Audit Committee, CSR Committee, Risk Management

Committee, Stakeholders Relationship Committee, and Nomination and Remuneration Committee and also the directors individually. The manner in which the evaluation was carried out and the process adopted has been mentioned out in the Report on Corporate Governance.

### **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Salient features of the Remuneration Policy are set out in the Report on Corporate Governance.

### **Risk Management Policy**

The Company has constituted a Risk Management Committee. Details of constitution of the Committee and its terms of reference are set out in the Report on Corporate Governance. The Company has formulated a Risk Management Policy, under which various risks associated with the business operations are identified and risk mitigation plans have been put in place, details of which are set out in the Management Discussion and Analysis Report.

### **Material Subsidiary Policy**

The Company has adopted a policy for determining material subsidiary, in line with the requirements of the Listing Agreement. The Policy on Material Subsidiary is available on the website of the Company at <http://coromandel.biz/pdf/InvestorsInformation/PolicyOnMaterialSubsidiary.pdf>

### **Related Party Transactions**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There were no material significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large.

All related party transactions were placed before the Audit Committee / Board for approval. Prior approval of the Audit Committee was obtained for the transactions which are foreseen and are in repetitive in nature. The related party transactions entered into are reviewed by an independent audit firm to confirm that they were in the ordinary course of business and at arm's length basis. The Company has formulated a policy for Related Party Transactions which has been approved by the Board and is placed on the website of the Company.

None of the Directors had any pecuniary relationship or transactions with the Company, except the payments made to them in the form of remuneration, sitting fee and commission.

### Audit Committee

The Audit Committee comprises of Mr. Uday Chander Khanna, Chairman, Dr. BVR Mohan Reddy, Mr. Prasad Chandran and Mr. MM Venkatachalam. All the recommendations made by the Audit Committee were accepted by the Board.

### Statutory Auditors

M/s Deloitte Haskins & Sells, Chartered Accountants, were appointed as Auditors of the Company for a period of five years from the conclusion of the last Annual General Meeting held on July 23, 2014. As required under the provisions of Section 139 of the Act, a resolution for the yearly ratification of their appointment is being placed before the shareholders for their approval. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Act.

### Cost Auditors

Pursuant to Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules 2014, as amended, the cost records of the Company are required to be audited. Based on the recommendations of the Audit Committee, your Board has appointed the following practicing Cost Accountants, Mr. V Kalyanaraman, Ms. Jyothi Satish and Mr. P D Dani, to audit the cost records of the Company as per details given below:

Name of the Cost Auditor	Units covered by the Cost Auditor	Remuneration ₹ in Lakhs*
Mr. V Kalyanaraman	All units of the Company at Visakhapatnam, Kakinada, Ennore, Ranipet (pesticides), Ankleshwar and Jammu	7.00
Ms. Jyothi Satish	All units of the Company manufacturing Single Super Phosphate	1.00
Mr P D Dani	The Pesticides Units in Sarigam and Dahej	2.00

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

The Cost Audit Report for the year 2013-14 has been filed with MCA within the prescribed time limit.

### Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board had appointed Mr. Tumuluru Krishna Murty of M/s. Tumuluru & Co., Practicing Company Secretaries, to undertake the secretarial audit of the Company. The report of the Secretarial Auditor is marked as *Annexure H* to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### Conservation of energy, technology absorption, foreign exchange earnings and outgo

The particulars as prescribed under Sub-section (3)(m) of Section 134 of the Act, read with Companies (Accounts) Rules, 2014, are enclosed as *Annexure I* to this Report.

### Employees' Stock Options

The disclosures regarding Employee Stock Option Scheme as required under the Act and the applicable SEBI Regulations are appended as *Annexure J* to this Report for information of the Members.

### Acknowledgement

The Directors acknowledge and would like to place on record the commitment and dedication on the part of the employees of your Company for their continued efforts in achieving good results. The Directors also wish to acknowledge and record their appreciation of the continued support and assistance received by the Company from State Bank of India and other Banks, financial institutions, mutual funds, as well as from various Government bodies both at the Centre and the State.

On behalf of the Board

  
**A. Vellayan**  
Chairman

Place: Secunderabad

Date: April 30, 2015



# MANAGEMENT DISCUSSION AND ANALYSIS

## Coromandel International in brief

Coromandel is a flagship company of the Murugappa Group and is a subsidiary of E.I.D. Parry (India) Limited (EIDP) which holds 60.83% of the equity share capital in the Company. The Company is engaged in the business of farm inputs comprising of Fertilisers, Crop protection, Speciality Nutrients and Organic compost. The Company also operates a network of around 800 rural retail outlets under its retail business across Andhra Pradesh, Telangana and Karnataka. The Company has 15 manufacturing facilities located in Andhra Pradesh, Tamil Nadu, Karnataka, Maharashtra, Madhya Pradesh, Uttar Pradesh, Rajasthan, Gujarat and Jammu & Kashmir. The Company's products are marketed all over the Country through an extensive network of dealers and its own retail centers. The crop protection products are exported to various countries.

During the year, Sabero Organics Gujarat Limited, a subsidiary of the Company has been merged with the Company pursuant to the Orders of the High Court of Telangana & Andhra Pradesh and the High Court of Gujarat.

The Company has following subsidiaries and joint ventures for its various business initiatives:

- a) CFL Mauritius Limited (CML)
- b) Parry Chemicals Limited (PCL)
- c) Dare Investments Limited (DIL)
- d) Liberty Pesticides and Fertilizers Limited (LPFL)
- e) Coromandel Brasil Limitada (CBL), LLP
- f) Sabero Organics America SA (SOAL)
- g) Sabero Australia Pty Ltd. (SAPL)
- h) Sabero Europe BV (SEBV)
- i) Sabero Argentina SA (SA)
- j) Sabero Organics Mexico SA de CV (SOM)
- k) Coromandel SQM (India) Pvt Ltd.
- l) Yanmar Coromandel Agrisolutions Private Limited (YCAS)
- m) Coromandel Getax Phosphates Pte. Ltd

In addition, the Company also holds 14% equity stake in Foskor Pty Ltd, South Africa, through combined holding of Coromandel and CFL Mauritius Limited and a 15% equity stake in TIFERT, a strategic investment of the Company to secure supply of Phosphoric acid.

## Economic Review

As per the World Bank's Global Economic Prospects release, the global economy recovered marginally in 2014 to 2.6%, from 2.5% in 2013. The stable growth in US, continuous and steady revival in UK and picking up of growth in India have been the key factors for keeping the global economy afloat. This more than offsets the conscious slowdown efforts by the government in China and the weak growth in Japan and Euro Zone. The

world economy is still struggling to gain momentum as many high-income countries continue to grapple with the legacies of the global financial crisis. China being the biggest consumer of commodities, its slowdown had a bearing on the global commodity prices. All three industrial commodity price indices (energy, metals and minerals, and agricultural raw materials) experienced decline during the year. Due to rising demand supply mismatch, crude prices in 2014-15 have plummeted by more than 50%. Going forward, World Bank has projected that the global economy would continue to revive and is expected to grow at 3.0% in 2015 and 3.3% in 2016. Soft commodity prices and persistently low interest rates would act as a support to the global growth. However, increasingly divergent monetary policies across major economies, weak world trade and geo political disturbances would act as a downward risk to growth.

India, on the other hand, experienced a positive business environment after two years of sub-par economic growth. 2014-15 has seen a rebound and economy has grown by 7.3% (based on the revised base to 2011-12 from earlier 2004-05).

Backed by persistent efforts by RBI and further supported by significant fall in crude prices, India during the year has witnessed rapid cooling off in inflation. From near 6% at the start of the year, WPI has entered negative territory and as of March 2015 it stood at -2.33%. The current account deficit has also further contracted from 1.7% of GDP in 2013-14 to an estimated 1.3% in 2014-15. Foreign portfolio inflows (US\$ 40.8 billion) have stabilized the rupee, exerting downward pressure on long-term interest rates, reflected in the yield on 10 year government securities, and contributed to the surge in equity prices. Capital inflows in 2014-15 remained strong and RBI's continuous intervention in the forex market led to sizeable accretion to the dollar reserves.

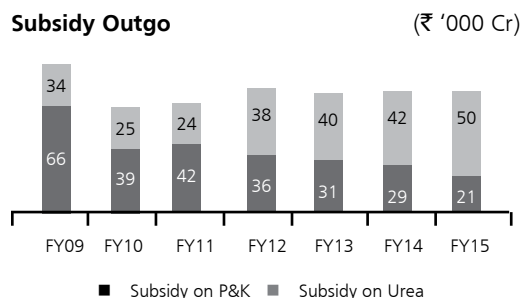
Going forward, continuous policy level reforms backed by healthy macroeconomic parameters such as low inflation, stable exchange rate and lower current and fiscal deficit would further strengthen India's recovery in 2015-16.

## Agriculture Sector in India

Post economic liberalization initiated in 1991, there has been a rapid growth in industrialization in India. Despite this, agriculture continues to remain a predominant sector of the Indian economy both in terms of contribution to GDP as well as in employment generation. Currently more than 70% of the rural households depend on agriculture as their principal means of livelihood. Agriculture sector also plays a major role in exports constituting a fifth of the total exports from India.

However, Indian agriculture has lagged on the productivity front against the global benchmarks. Low irrigation, imbalanced nutrient usage and lack of technology interventions have contributed to this trend. Urea subsidy policy continues to impact the nutrient consumption pattern by creating artificial price disparity between

Urea and Phosphatic grades, leading to disproportionate N:P:K usage ratios. In order to achieve long term growth in agriculture and improve nutrient use efficiency, policy reforms need to be introduced. Some steps have been taken to improve the crop yields and farmer returns through focusing on micro irrigation, enhancing soil health and increasing asset creation in rural sector through MGNREGA. However, major corrections are needed with regard to reduction in subsidies and increase in investments. Currently, the subsidy policy has favoured Urea usage over P and K based grades.



During the year, the agriculture sector was impacted by deficient monsoons, lower acreage and falling commodity prices. As per the 3rd advance estimate by the Agriculture ministry, food grain production is expected to be down by 5.3% (251 mMT) Y-o-Y in 2014-15. Overall, the agriculture GDP growth remained marginal at 0.2%. Falling global commodity prices will be a big challenge against agri growth in 2015 as major crop (Cotton, Rice, Wheat) prices have shown a declining trend. As per the World Bank estimates, agricultural prices, which fell 3.4% in 2014, will further decline by almost 5% in 2015 before recovering marginally in 2016.

## Strategic Business Unit Review

### Fertiliser SBU

#### In Brief

Coromandel is the market leader in Phosphatic fertiliser segment, with a production capacity of 36.25 Lakh tons of Di-Ammonium Phosphate (DAP) and Complexes. The Company's fertiliser manufacturing facilities are located at Vishakhapatnam and Kakinada in Andhra Pradesh and Ennore in Tamil Nadu, making it the largest phosphatic manufacturer amongst private sector players in India. Coromandel has facilities to manufacture phosphoric acid and sulfuric acid at Vishakhapatnam and Ennore. The Company produces and markets Phosphatic (P) and Potassic (K) Fertilisers of various grades with different composition of nutrients. The Company also distributes imported DAP, Potash, Urea and NPKs.

Coromandel operates in all the fertiliser segments –Nitrogenous, Phosphatic and Potassic fertilisers, offering a complete bouquet of products to farmers.

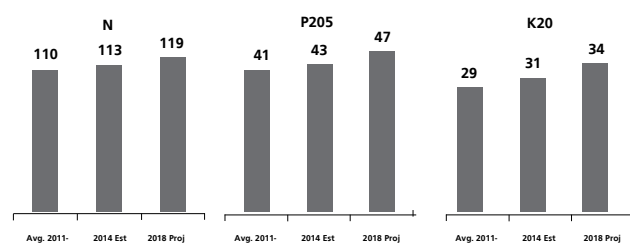
Urea is being handled under government contract through Kakinada and Karaikal ports.

## Fertiliser Industry Overview

### Global market overview

As per Food and Agriculture Organization (FAO) of the United Nations, the demand for nutrients has remained healthy and the global consumption of the three key plant nutrients (NPK) has grown at a CAGR of 2.9% over the last five years (2009-14). During the year 2014, the global consumption (NPK) is estimated at 186.9 million tons, an increase of 2.0% over the previous year. FAO estimates that the consumption for nutrients would continue to increase at a CAGR of 1.8% over 2014-18 and would reach 200.5 million tons by 2018. Major growth is expected to come from P and K nutrient based fertilisers.

### World Fertiliser Consumption

 (million MT)


Source: FAO

Globally, fertiliser prices are projected to fall marginally in 2015, as price moderation in natural gas feeds into prices of nitrogen-based fertilisers. The recent change in the tariff structure in China, the world's largest producer and consumer of fertiliser, may increase global supply. China has shifted to flat tariff structure from CY15 on the fertiliser exports. Under the new system, flat tariff of 80CNY/MT will be charged on Urea and 100CNY/MT on Phosphates. The move is likely to increase fertiliser supplies from China throughout the year.

### India Market Overview

El Nino caused weak monsoons during the Kharif season, resulting in drop in crop acreages and low reservoir levels. AP and Telangana (Coromandel's primary markets) were severely affected and industry sales of fertiliser declined by 3%. Unseasonal thundershowers and hailstorms during Rabi harvest period in North and West India have further caused crop losses. Overall, India's food grain production is estimated to fall by atleast 5% in 2014-15 to 251 million MT.

Despite the tough market conditions, the fertiliser system inventories have come down and cash inflows have improved during the year. Overall, the Phosphatics Fertiliser Industry continued to revive and grew by 12% in 2014-15. The growth was primarily driven by Complex fertiliser segment, which improved by 14% over 2013-14 levels to 82 lakh MT. The industry's production volumes were up by 13% to 78 lakh MT as against 69 lakh MT in 2013-14, while imports have been almost negligible at 3 lakh MT. DAP import volumes increased during the year to 38 lakh MT, but domestic production

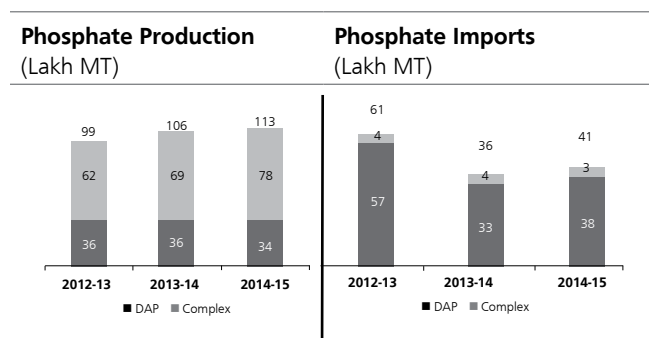




dropped to 34 lakh MT. Overall, DAP segment sales improved by 9%. MOP consumption has increased by 27% over 2013-14 levels to 28 lakh MT in 2014-15.

Prices of raw materials and fertilisers have remained relatively stable during the year. In addition, the rupee has been stable, reducing volatility in input costs. During the second half of FY15, fertiliser prices appreciated due to spike in Ammonia and Phosphoric acid costs. The lowering of system inventories has led to tightening of dealer credit period across industry.

The various expansion projects announced by domestic manufacturers to meet future demand is likely to increase the availability of phosphatic fertilisers from domestic production, as we go forward.



Source: Ministry of Chemicals, Petrochemicals & Fertilisers

## Government policies

**Nutrient Based Subsidy (NBS)** continues to influence the farmer's buying behavior through consumption bias towards Urea due to artificially low prices. During the year, the situation improved slightly, and share of DAP and Complex fertilisers in the overall fertiliser sales moved from 30% in 2013-14 to 32% in 2014-15. However, Urea continues to be the major nutrient source.

Current trends in agriculture reveal that the marginal productivity of soil in relation to the application of fertilisers is declining. Government has introduced Comprehensive New Urea Policy 2015 to address the issue of declining soil health and high subsidy. The Policy targets maximizing indigenous urea production and promoting energy efficiency in urea units to reduce the subsidy burden. Move towards promotion of neem coated Urea and gas price pooling are steps taken in this direction. Going forward, Industry expects further reforms to happen that will help in bridging the consumption ratios towards Phosphatic fertilisers for achieving the dual objective of food security and fiscal control.

The subsidy values for P and K fertilisers have been coming down over the years and the share of subsidy in the overall realization is currently at 34% against 62% five years before.

## Per Kg NBS rates for nutrients NPKS

(in ₹ per Kg)

Nutrients	2010-11	2011-12	2012-13	2013-14	2014-15
'N' (Nitrogen)	23.2	27.2	24.0	20.9	20.9
'P' (Phosphate)	25.6	32.3	21.8	18.7	18.7
'K' (Potash)	24.0	26.8	24.0	18.8	15.5
'S' (Sulphur)	1.8	1.7	1.7	1.7	1.7

Fertiliser Subsidy allocation for FY16 is pegged at similar levels overall, with slight reallocation of P and K subsidies towards indigenous urea.

## Subsidy Allocation (FY16)

₹ '000 Cr

	2014-15		2015-16
	Budget	Revised Estimate	Budget
Urea - Imported	12.3	12.1	12.3
Urea - Indigenous	36.0	38.2	38.2
Phosphatic	24.7	20.7	22.5
<b>Total</b>	<b>72.9</b>	<b>70.9</b>	<b>72.9</b>

## Fertiliser Performance

During the year, Coromandel has further fortified its leadership position in the Complex fertiliser segment, by enhancing its market share from 23% in 2013-14 to 26% in 2014-15. It is now the market leader in Complex segment. The overall market share in Phosphatics segment improved from 16.0 to 16.3% with a healthy volume growth of 15% over last year.

The brand equity index in key markets has seen a turnaround, and is reflected in improved share in the addressable markets of Andhra Pradesh, Telangana, Karnataka, Tamil Nadu and Maharashtra. Consistent drive towards brand promotion and multipronged channel approach through Trade, Retail and Institution routes have resulted in growth in sales volumes.

During the year, Coromandel improved its credit terms with the channel on account of lower pipeline stocks. Borrowings have also been effectively managed to minimize interest costs.

The year saw establishment of Divisional Marketing Offices across six regions to improve customer interface and response time. With the setting up of Marketing, Supply chain, Finance and HR support services at the regional level, it is expected to improve decision making and customer servicing, going forward.

Fortified products like 24:24:0:8S and Zincated DAP were introduced and production was successfully stabilized. The flagship product 28:28:0, which is a unique grade for Coromandel, was successfully manufactured in C-train at Kakinada plant for the first time with improved production rate and good quality. Coromandel's pioneering effort in improving soil organic content through the use of compost, low grade potash from molasses, soil enrichers like organic cakes, branded gypsum were well received by the farming community across India.

During the year, the Company's operations were affected by Hud-Hud Cyclone that hit the Vizag unit. The Vizag unit demonstrated its ability of disaster management and emergency response during the severe cyclone attack at the plant. Due to adequate safety measures, the Company had nil injury despite damage in the plant. The restoration is underway and is expected to be completed in the first quarter of 2015-16. Kakinada unit developed innovative process of manufacturing DAP and NPKs with alternate fuel, which helped in continuously running the plant at same efficiencies and quality. Ennore unit successfully manufactured 20:20:0 grade with urea for the first time and hence is now capable of manufacturing more than one grade, adding to its operational flexibility.

Overall, the total production of DAP and complexes from Company's production facilities improved by 7% during the year to 24.19 Lakh MT.

Coromandel has always given top most priority to its Safety, Health and Environment (SHE) performance and standards. This legacy was carried forward and all the plants have achieved new standards in terms of Safety and Environmental performance. The Total Recordable Injury Rate per million man hours (TRIR) of the fertiliser units is less than 1 (0 at Kakinada, 0.74 at Vizag and 0.675 at Ennore) at all the three manufacturing units and ranks amongst the best in the chemical industry.

The Company has adopted various management systems such as PSMS, Environment management systems which are integrated in daily operations at all the units. Investment was made at all the manufacturing units to improve structural integrity.

Coromandel continued its commitment towards the environment. "Greening of Phospho Gypsum Heaps" project at Vizag with the help of TERI has further expanded its coverage to 18 acres, transforming the acidic and alkaline soils into green cover in the plant. The effort has been appreciated and awarded at various forums and is setting a benchmark for the phosphoric acid industry. The focus on greening and participation in Green Visakha will be progressed further for improving the environment in the city.

As part of "Swachh Bharat" movement, the Company was actively involved in various state and central government programs for enhancing proper usage of processed city waste. Enhanced and regular use of carbon rich compost to preserve healthy carbon-nitrogen ratio in soils has been recognized as an important factor to improve soil health. Promotion of compost and its variants were given necessary support and several market development programs were carried out throughout the year.

Coromandel proved its cost leadership by maintaining better controls on conversion costs and other fixed cost, without compromising on SHE standards or any other operational parameters. Continuous focus on operational improvement has

helped in achieving better raw material efficiencies and specific consumption norms of utilities at all sites.

Overall, the Fertiliser business of the Company had gone from strength to strength in this difficult year. This has been possible through the innovative thinking and initiatives taken throughout the year to ensure that the desirable results are achieved on a sustainable basis.

## Crop Protection SBU

### Industry Overview

Agrochemicals have emerged as the strongest growing segment amongst the agri input space witnessing revenue CAGR of 18% over FY06-FY14. As per the knowledge paper released by FICCI, the Indian crop protection industry was around USD 4.25 billion in 2013-14 and is expected to grow at a CAGR of 12% to reach USD 7.5 billion by 2018-19. Exports currently constitute almost 50% of Indian crop protection industry and are expected to grow at a CAGR of 16% to reach USD 4.2 billion by 2018-19. This would also result in an increase in share of exports to around 60% in Indian crop protection industry. Domestic market, on the other hand, would grow at 8% CAGR, as it is predominantly monsoon dependent, to reach USD 3.3 billion by 2018-19.

During the year, global agrochem (Crop and Non-crop) market has improved by 3.9% to reach USD 63 billion. The global crop protection alone has increased by 4.1% to reach USD 56 billion in 2014 and it is expected to be USD 70 billion in 2019, growing at a CAGR of 5.5% from 2014-2019. Key elements in this market performance were weakening prices of glyphosate, crop commodity prices declining as the year progressed and the strengthening of the US dollar.

### Global Crop Protection Market

(USD million)

Region	2013	2014	Growth (%)
NAFTA	10,011	9,591	-4.2
Latin America	14,026	15,882	+13.2
Europe	13,634	14,131	+3.6
Asia	14,432	14,770	+2.3
Rest	2,105	2,050	-2.6
<b>World</b>	<b>54,208</b>	<b>56,424</b>	<b>+4.1</b>

Source: Phillips McDougall

### Crop Protection Performance

During the year, Crop Protection SBU recorded moderate growth, by leveraging its exports business in key Latin America (LATAM) and Europe markets. Strong demand for Mancozeb (MZB) in global markets and Chloropyrifos (CPP) in Brazil were the key growth drivers. However, weakening of the local currency in some countries in South America and Africa has impacted the landed cost of the product.



The formulation business was affected by season failure and subsequent low pest incidence during Kharif and Rabi seasons. Drought in key markets and unseasonal rainfall led to building up of inventory, which resulted in price pressures in generics. However, the new combination products and sustained focus on Specialties helped in generating momentum. Umbrella brand “Gromor Suraksha” was extended across India, which helped in improving brand equity.

During the year, the Company stabilized its plant operations at Sarigam and re-started the multipurpose plant. The capacity enhancement projects in Profenofos and Malathion were completed at Ankleshwar. There has been a strong global demand for Mancozeb/Propineb and to tap this opportunity, the Company is carrying out debottlenecking at its plant to further enhance production volumes and operational efficiency.

A new advanced R&D product synthesis lab was set up in Hyderabad during the year. The lab would focus on cost reduction projects by way of process improvement, effluent reduction and improving productivity. The R&D Center will also create technical capability and competency for development of new off patent molecules and combination formulations by leveraging new technologies.

To keep a tab on global happening on crop protection, where China is a major influencer, the Company has established a dedicated set-up in China during the year to get real time information on key policy measures on environment & taxation and update on seasonal fluctuations and commodity trends. Going forward, it will help in developing network with traders/manufacturers/ agents to evaluate price trends and improve procurement efficiencies for Crop Protection business.

### **Speciality Nutrients SBU**

Speciality Nutrients Division (SND), which comprises of Water Soluble Fertilisers, Sulphur products and Micro Nutrients, is poised to surge forward in years to come. With increased Government’s focus towards balanced crop nutrition and improved awareness levels among farmers, the segment offers growth opportunities. Over the last two years, the Division has moved closer to the customer by reorienting the team around the crop based units.

In FY15, SND made significant progress towards strengthening this crop based promotion approach through “Gromor Sampoorathi” initiative. The initiative aims at providing complete crop specific nutrition solution to maximize farmer’s yields through adoption of Speciality fertilisers. Large scale demo to showcase Gromor Sampoorathi program was undertaken on Sugarcane crop in Tamil Nadu. Co-branding and collaborative activities with micro irrigation companies were taken up with an objective to identify crop clusters to conduct joint demos and farmer meetings and convert drip irrigation farmers to adopt fertigation. The joint venture with SQM Chile, Coromandel SQM (CSQM), continued to help Coromandel through knowledge sharing and new product introduction during the year.

### **Retail SBU**

The Retail business sustained its performance in 2014-15 despite persistent adverse weather and tough market conditions in Andhra Pradesh and Telangana. A number of new initiatives were introduced by Retail SBU during 2014-15 to improve process efficiencies and facilitate long term growth. Overall, the share of non fertiliser turnover improved from 32% to 36% during the year.

“Gromor Nutrient Manager”, an IT enabled tool, which delivers customised fertiliser application recommendation based on farmers’ soil fertility to increase their returns on fertilisers, was introduced. Auto-Indenting and Auto Replenishment was implemented for the non-fertiliser products to improve supply chain efficiencies. IT enabled Customer Loyalty Programs were rolled out to increase repeat purchase. Systematic demand generation process was introduced to improve customer service and their subsequent conversion. Product range expansion was undertaken to satisfy customer needs and expand offerings.

The total number of stores has increased to around 800 in Andhra Pradesh, Telangana and Karnataka from 690 in 2013-14.

The Retail Business has received many prestigious awards in 2014-15 in recognition of its contribution to agriculture and business performance in rural retail.

- CMO Asia Award in Singapore for “The Best Customer Loyalty Program”
- “Skoch Order-of-Merits” for India’s Best Projects
- Consortium of Farmers Association Award for ‘Outstanding Agri solutions Provider of India’

### **Single Super Phosphate (SSP) SBU**

With the integration of erstwhile Liberty Phosphate operations, Coromandel has established a national footprint by expanding business to Northern and Western markets. Company has widened its product portfolio, offering low “P” SSP fertiliser to meet demands of all customer segments, including small and marginal farmers. With this, the market share of ‘P’ nutrient has gone up significantly for Coromandel, along with expansion in production capacity to about 10 lakhs tons.

With opportunity to source the raw materials for SSP from domestic markets, it becomes a perfect fit to the ‘Make in India’ theme. The product is ideally suited for oilseed crops (soyabean, groundnut) prevalent in Western and Central India. The expansion of SSP will bring twin benefits of serving the farming community through low cost alternative as well as rationalizing the nation’s trade balance. Having presence across the major consumption pockets, Coromandel has positioned itself to take a leap forward in the segment. With focus on product quality, Company plans to differentiate itself among the peers.

During the year FY15, Coromandel’s SSP business showed 1.5% volume growth, as major consumption markets, like MP and

Rajasthan, witnessed drop in crop acreages. Excess stock built up and season failure has led to performance pressure in the industry. However, the SSP industry continues to witness Capex announcements despite decline in consumption and low capacity utilization.

During FY15, SSP Business engaged in brand building initiatives for integrating Double Horse brand with Gromor through mass media campaigns. Major initiatives to increase awareness about the quality were undertaken for developing product differentiation. The SSP Business has enhanced its raw material procurement efficiency by tying up rock and acid sources.

Going forward, SSP business plans to enhance its operations by improving market share in regions located near to the plants and intensify branding exercise through value added granulated product offering.

## Opportunities and Strengths

### Opportunities

- Steady economic recovery in India, backed by stable macro economic factors and intensified government initiatives on policy level, de-bottlenecking key industries such as Power, Infra and Mining.
- Enhanced focus on Agriculture by improving soil health and efficient use of water. This would lead to increased demand for complex and water soluble fertilisers.
- Rationalization of government's approach towards fertiliser subsidy which is currently biased towards urea.
- Increased allocation for MGNREGA and Unified Agriculture Market proposal to create assets in rural sector and improving farm income and higher spending in farm sector.
- Current farm mechanization is around 25% in India, highly variable across region, as against 90% in developed countries.

### Strengths

- Vast bouquet of Agro-chemical products starting from Fertilisers, Crop Protection, Speciality Nutrients and Organic Manure.
- Strategically located plants to serve key markets Andhra Pradesh, Telangana, Karnataka, Tamil Nadu and Maharashtra.
- Enhanced geographical presence in Northern & Western region post merger of erstwhile Liberty Phosphate.
- Well established brands Gromor and Godavari.
- Capability to produce different grades of complex fertilisers

including urea based grades at all locations. Vizag unit holds capabilities to process different type of raw materials like rock & phosphoric acid.

- Production facilities for intermediates like Phosphoric acid and Sulphuric acid in Vizag and Ennore help in capturing value and de risk the business.
- Holds strategic tie-ups for secure and sustained sourcing of raw materials.
- Strong loyalty of farmers built through continuous demos of scientifically proven agricultural practices, efficient use of fertilisers and crop protection products. Soil testing to identify deficiencies and providing customized solution.
- Extensive retail operations through vast network of around 800 Mana Gromor and Namma Gromor retail centers in Andhra Pradesh, Telangana and Karnataka leads to increased connectivity with farmers.
- Significant Exports presence in Crop Protection business and multiple product registrations spread across geographies.
- Strong synergy across businesses that complement each other's growth.
- Active focus on R&D with a Fertiliser Technology Centre at Visakhapatnam for Fertilisers and R&D facilities for Agro chemicals at Hyderabad, Sarigam and Ankleshwar.
- Dedicated set-up in China, the biggest influencer on global agro chemicals market, for real time update.
- Strategic alliance for Speciality Nutrients business and Farm Mechanization.

### Financial Review

The Company's overall financial performance for the year 2014-15 has been good. The total revenue stood at ₹ 11341 crore in 2014-15 as compared to ₹ 9442 crore in the previous year. The Company's PBT is ₹ 592 crore as compared to ₹494 crore in the previous year.

The Company generated ₹ 974 crore (2013-14: ₹ 835 crore) of cash surplus from its operations, before changes in working capital and after adjusting for the changes in working capital, the net cash generated from operations is ₹ 85 crore (2013-14: ₹ 1452 crore).

The Board of Directors of the Company and its subsidiary, Sabero Organics Gujarat Limited ("Sabero"), in their meetings held on 24 January 2014 approved a Scheme of Amalgamation (Scheme) for amalgamation of Sabero with the Company. Sabero was engaged in the manufacture and sale of Crop Protection Products.



Pursuant to the Scheme sanctioned by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh and by the Hon'ble High Court of Judicature of Gujarat vide their respective orders, the entire business undertaking of Sabero including all assets and properties, debts, liabilities and duties and obligations have been transferred to and vested in the Company, with effect from 1 April 2014 (the Appointed Date as per the Scheme). The certified copies of the aforesaid High Court Orders have been filed with the Ministry of Corporate Affairs on 24 November 2014 and 31 December 2014 and consequently, the Scheme has been given effect to in these financial statements.

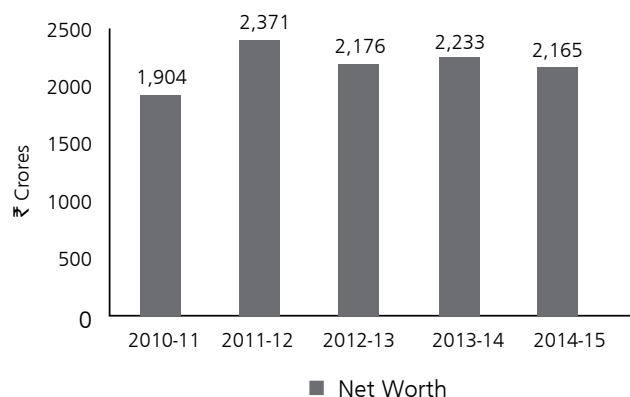
In terms of the Scheme, the Company has allotted 53,09,210 equity shares of ₹1 each as fully paid up to the shareholders of Sabero in the proportion of 5 equity shares of ₹1 each in the Company for every 8 equity shares of ₹10 each held in Sabero. The equity shares held by the Company in Sabero totaling 2,53,56,361 have been extinguished and annulled.

Pursuant to the Scheme of Amalgamation of Liberty Phosphate Limited (LPL) and Liberty Urvarak Limited (LUL) with the Company, 25,74,193 equity shares of ₹ 1 each of the Company were allotted during the current year to the shareholders of LPL.

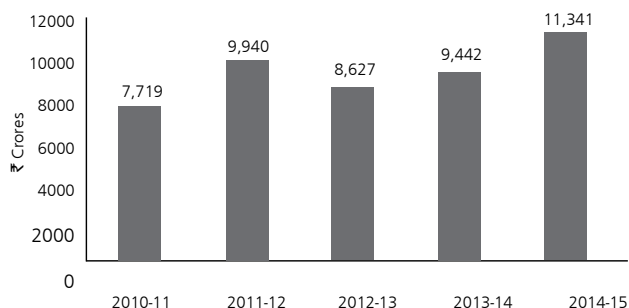
During the year, the net working capital came under stress due to increased trade receivables and delay in subsidy disbursements. While the Company's long term debt: equity ratio has come down to 0.11 compared to 0.16 in the previous year, the total debt: equity ratio has increased to 1.05 as against 0.68 in the previous year. The Company's liquidity position continues to remain healthy with year-end cash and bank balance of ₹ 296 crore of temporary surplus retained in short term bank deposits/current accounts in addition to term deposits of ₹ 470 crore with HDFC Limited. The Company's long term credit rating by 'CRISIL' continued to be 'CRISIL AA+ (stable)' and short term debt rating at "CRISIL A1+".

## Value Creation and Financial Analysis

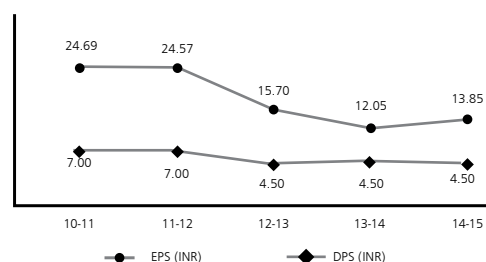
### Net worth



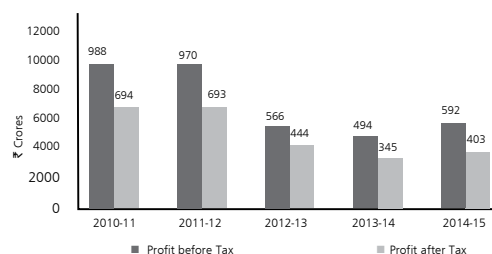
### Revenue trend



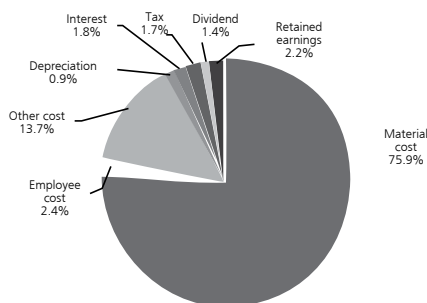
### Earnings and dividend per share



### Profitability trend

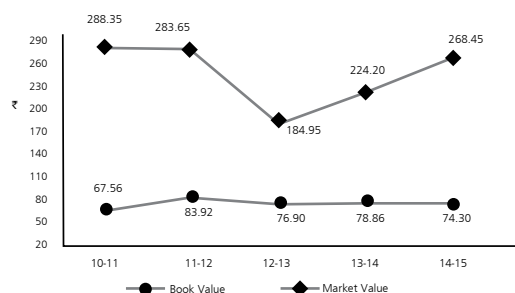


### Distribution of income during 2014-15





## Book value and market value per share



## Outlook

Global fertiliser industry is witnessing a move towards downstream integration and capacity addition. By 2018, close to 200 expansion projects are expected to come on stream, increasing the global capacity by 18% over 2013 levels. China's move towards a fixed tariff structure is likely to increase its export of N and P fertilisers. Falling crude price and stable raw material outlook is expected to improve the availability of fertilisers in the coming years.

Domestically, the fertiliser industry is likely to register moderate growth in 2015-16 on account of improved crops MSPs and reduction in pipeline inventory. Raw material cost is projected to be stable, keeping a check on the input costs.

Coromandel's focus for 2015-16 will be on improving its market share in Complex Fertiliser segment. The strategic shift that the Company took towards manufacturing low "P" grades over DAP and ring fencing through multiple channels, has helped in shaping its growth in 2014-15. The Company intends to continue the same approach to maximize production and develop market for the Complex grades, going forward. Fortified fertilisers, Zincated DAP and 24:24:0:8S, will be positioned in Zinc and Sulphur deficient pockets to improve acceptability and response of the product. Geographical expansion in North markets and supply chain improvement will be taken up during 2015-16.

With the Divisional structure in place, Coromandel has moved closer to the market. The Company plans to leverage the strength of this team for faster decision making and move towards Bottom up planning. To pursue the above strategy, the Company has planned an extensive training and development program to enhance the capability of its human capital. Empowering field force with advanced technology to reduce turnaround time and tools to measure their productivity will be the key to drive these initiatives.

Despite multiple challenges such as resource scarcity, raw material limitations, and handling unforeseen natural calamity, Coromandel has made significant strides in 2014-15 to position the business on long-term growth. The Company will continue to focus on maintaining cost leadership in the industry and develop innovative means of production and marketing to further strengthen its business. Coromandel has moved from unit-specific grades of fertilisers to full flexibility in manufacturing different fertiliser grades at all the units. Coromandel

will enhance the production of fortified products for the benefit of farmers and for improving the soil productivity.

In the Crop Protection Business, the Company will continue to focus on specialities and will scale up formulation sales based on captive technicals including additional range being manufactured by Sabero. The Company is also actively expanding its global footprint by leveraging Sabero's strength and will further increase its presence in Latin America, Africa and South East Asia. In addition, the Company will maintain its global focus and improve its reach by increasing its portfolio of product registrations. The Company will leverage its presence in China for procurement, developing vendors for new products and technologies. It has also planned to achieve higher sales and customer development for Brazil and other key markets.

Speciality Nutrients business, with focus on improving agricultural productivity, is well positioned to meet the growing customer expectations of increasing their profitability through cost reduction and yield maximization. Higher coverage under drip irrigation and adoption of Fertigation provide excellent opportunity in the fast growing water soluble fertiliser segment. For the year 2015-16, the overall business strategy is to develop crop and region domain expertise in terms of products and solutions. Strength of our JV partner, SQM, will be leveraged to generate crop based knowledge, products and schedules.

The Retail focus in 2015-16 is going to be on "Fruition through Efficiency". Strengthening Multi brand and expansion of range assortment in all categories will be a key focus area. Supply Chain improvements and extensive promotion of "Gromor Nutrient Manager" to improve farmer returns will be the main enabler to increase fertiliser sales. The Company plans to scale up the Farm Implements and Farm Mechanization Services in 2015-16. Product schemes and analytics integrated customer loyalty programs, launch of alternate delivery models and offering Farm Credit through Gromor Centres by tying up with banks and financial institutions will further improve customer value proposition.

In the current business environment, the Company will continue to maintain strong focus on working capital levels to reduce interest costs and unlock cash from trade channels. The Company will also actively manage foreign exchange exposure and optimize positions to reduce downside risk to the business.

## Risk Management

### Risk Management Structure

Risk management is a very important part of the Company's business policy. Coromandel's Risk Management structure spans across different levels and the Company continuously identifies, classifies and formulates mitigation measures. Coromandel has a Risk Management Committee, comprising of two directors, of which one is an independent director who chairs the committee meetings. The committee members along with the senior executives and Business Heads of the Company carry out



regular review of risk management practices and evaluate their implementation status. The key risk management practices include risk assessment, measurement, monitoring, reporting, mitigation actions and integration with strategy and business planning.

The key risks associated with various processes of Company's business are analysed in detail, covering causes and sources of the risk, a logical sequence of triggering events (Key Risk Indicators), positive and negative consequences and the likelihood of occurrence of such consequences and the severity of the impact, both in qualitative and quantitative terms. The Key Risk Indicators are mapped to the job function of respective executives and the reporting and monitoring frequencies are also defined.

The identified key risks at the Entity Level are evaluated on quantitative, semi-quantitative and qualitative aspects of impact for timely decision on its treatment.

### Risk Categories

The risks associated with the Company's businesses are broadly classified into six major categories.

**Environmental Risk:** the Company may face litigation and penalty due to adverse impact of its effluents on eco-system.

**Economic Risk:** due to downturn or adverse political situations which may negatively impact on the Company's organizational objectives.

**Regulatory Risk:** due to inadequate compliance to regulations, contractual obligations or any other statutory violations leading to litigations and loss of reputation.

**Operational Risk:** inherent to business operations including manufacturing & distribution operations, tangible or intangible property and any other business activity disruptions.

**Financial Risk:** to organization due to major fluctuations in currency market, rise in interest rates and possible non recovery of debts.

**HR & Legal Risk:** due to attrition of any Key Managerial Person or disruption of operations due to any other human resources issue.

The key risks associated with the Company's business, its likely impact and the mitigation mechanism evolved are discussed hereunder. The evaluation of risk is based on management's perception and the risks listed below are not exhaustive.

In addition, IT related risks can result in loss of important data etc., leading to disruption in operations. These are addressed through adequate back-up mechanism, including Disaster Recovery Centre, authorization verification, regular training programs, regular purchase of licenses in line with the business requirement and other preventive measures.

The assets of the Company, including its plant and machinery, work in process inventory and finished stocks are adequately insured against loss or destruction by fire and allied perils.

Risk	Risk Impact	Mitigation Plan
Environmental / Economic / Regulatory Risks		
Handling and storage of hazardous materials incl., Ammonia , SO2 etc.	<ul style="list-style-type: none"> <li>Impact on operations</li> <li>Stoppage of production</li> <li>Accidents resulting from release of the hazardous materials and consequent claims</li> </ul>	<ul style="list-style-type: none"> <li>* Strict PSMS Implementation</li> <li>* Strict adherence to maintenance/ inspection schedules, training and emergency /disaster management plans.</li> <li>* Public Liability Insurance Policy</li> <li>* ISO 14001 &amp; OHSAS 18001</li> </ul>
Un-treated effluents causing pollution	<ul style="list-style-type: none"> <li>Revocation of factory license</li> <li>Civil / criminal action</li> </ul>	<ul style="list-style-type: none"> <li>* Augmenting ETP facilities</li> <li>* Strict adherence to PC standards</li> </ul>
Non-compliance with Legal / Regulatory / Tax Compliance -Including other Countries	<ul style="list-style-type: none"> <li>Disruption of operations</li> <li>Legal proceedings against the Company and its officials.</li> </ul>	<ul style="list-style-type: none"> <li>* Understanding / awareness of regulations and statutes</li> <li>* Engagement / advice by renowned lawyers and experts</li> <li>* Monitoring regulatory changes</li> </ul>
Non compliance with FCO Standards & Specifications	<ul style="list-style-type: none"> <li>Civil / criminal proceedings</li> <li>Production stoppages</li> <li>Disallowance of subsidy claims</li> </ul>	<ul style="list-style-type: none"> <li>* Rigid quality checks at Plants</li> <li>* Test verification of bags</li> <li>* Reprocessing of non-standard materials</li> <li>* Better bags handling procedures</li> </ul>

Risk	Risk Impact	Mitigation Plan
Change in Government Subsidy Policies	<ul style="list-style-type: none"> <li>• Impact on turnover / working capital</li> <li>• Change in product mix</li> <li>• Change in distribution pattern</li> </ul>	<ul style="list-style-type: none"> <li>* New NBS Policy – greater clarity / certainty</li> <li>* New grades / customized Fertilisers</li> <li>* Increased focus on non-subsidy Business</li> <li>* Optimisation of rail road transportation.</li> <li>* Liaison with Government</li> </ul>
Restriction on sale / usage of some crop protection products in India / abroad	<ul style="list-style-type: none"> <li>• Impact on turnover / profitability</li> <li>• Negative publicity</li> </ul>	<ul style="list-style-type: none"> <li>* Development of newer and safer technical;</li> <li>* Extension of product life-cycle.</li> </ul>
<b>Operational Risks</b>		
Volatility in the price of key raw materials	<ul style="list-style-type: none"> <li>• Impact on revenues.</li> <li>• Increased cost of production</li> <li>• Increase in working capital requirement</li> <li>• Volume shrinkage</li> </ul>	<ul style="list-style-type: none"> <li>* Close monitoring of international price of raw materials.</li> <li>* Tie-up for expanded product range</li> </ul>
Product life-cycle obsolescence	<ul style="list-style-type: none"> <li>• Impact on turnover / profitability</li> </ul>	<ul style="list-style-type: none"> <li>* Identification of new off-patent molecules</li> <li>* R&amp;D initiatives</li> </ul>
Introduction of pest / resistant BT crops or change in crop pattern		<ul style="list-style-type: none"> <li>* Identification of emerging pests and suitable molecules</li> <li>* Introduction of new products</li> </ul>
Loss due to shrinkage at Rural Retail Centres	<ul style="list-style-type: none"> <li>• Impact on profitability</li> <li>• Financial loss</li> </ul>	<ul style="list-style-type: none"> <li>* Close monitoring of inventory, regular inspection / audit</li> <li>* Daily MIS</li> </ul>
<b>Financial Risks</b>		
Currency and exchange fluctuation risk	<ul style="list-style-type: none"> <li>• Under recovery of Subsidy</li> <li>• Impact on profitability</li> </ul>	<ul style="list-style-type: none"> <li>* Close monitoring of exchange trend</li> <li>* Forward covers at appropriate time and level</li> </ul>
Interest rate risk	<ul style="list-style-type: none"> <li>• Increase in cost of borrowing</li> <li>• Impact on profitability</li> </ul>	<ul style="list-style-type: none"> <li>* Healthy debt-equity and interest cover ratio</li> <li>* Sustain good credit rating</li> </ul>
Credit risk	<ul style="list-style-type: none"> <li>• Impact on working capital</li> <li>• Dues becoming bad</li> </ul>	<ul style="list-style-type: none"> <li>* Review of credit evaluation and limits</li> <li>* Close monitoring receivables</li> </ul>
Liquidity risk - Delay in subsidy settlement	<ul style="list-style-type: none"> <li>• Impact on working capital</li> <li>• Increase in cost of borrowing</li> </ul>	<ul style="list-style-type: none"> <li>* Close monitoring of subsidy dues</li> <li>* Increased working capital facilities</li> <li>* Securitization of subsidy dues</li> </ul>
<b>Legal &amp; Human Resource</b>		
Contractual Liability Risk	<ul style="list-style-type: none"> <li>• Disruption of operations</li> <li>• Impact on turnover &amp; profitability</li> </ul>	<ul style="list-style-type: none"> <li>* Clearance from legal cell</li> <li>* Independent experts' services for important contracts</li> </ul>



Risk	Risk Impact	Mitigation Plan
Attrition of skilled / trained manpower	<ul style="list-style-type: none"> <li>• Disruption of operations</li> <li>• Knowledge dissipation</li> </ul>	<ul style="list-style-type: none"> <li>* Compensation revision in-line with market</li> <li>* Succession Planning</li> <li>* Career planning and training</li> </ul>

### Internal Financial Controls

Coromandel has adequate internal controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis.

Coromandel has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

The Company has its own corporate internal audit function to monitor and assess the adequacy and effectiveness of the Internal Controls and System across all key processes covering various locations. Deviations are reviewed periodically and due compliance is ensured. Summary of Significant Audit Observations along with recommendations and its implementations are reviewed by the Audit Committee and concerns, if any, are reported to the Board.

### Human Resources

Coromandel continues to deliver effective and timely learning and development interventions to meet the needs of individuals, teams and the organisation. To strengthen the Divisional Organisation Structure introduced during the year, focused interventions for the Sales and Marketing teams such as High Performing Sales Organisation workshop and advanced Business Analytics were made. Advitya – The Sales Leadership Program was initiated to build the sales force capabilities in the areas of people management, sales force design and customer management. Coromandel's commitment to Learning and Development was further endorsed by the completion of the 3rd and final remote surveillance audit for ISO 10015+ Certification for the Training Quality Management System by CSEND, Geneva.

Coromandel strongly believes that the primary success of any merger and acquisition lies in integrating people and people related processes. In line with this, Coromandel has integrated the HR processes and deployed the best practices like Policy Deployment, Position Description, Performance Management System and Learning & Development initiatives in erstwhile Liberty Phosphate Limited and erstwhile Sabero Organics. Skill development programs for workmen are in active progress at Sabero in collaboration with Industrial Training Institute (ITI) and around 25 workmen have received certificates from ITI.

In the rapidly changing business environment, Coromandel recognises the importance of having a highly engaged workforce that can bring innovation, improve productivity and bottom line performance while reducing cost and improve retention of their highly talented assets. Towards this end, Coromandel successfully conducted an Employee Engagement Survey across all locations. The results of the study were used to build organisation wide engagement strategy which will be reviewed periodically to ensure that its objectives are aligned to organisational need. The Company continues to invest its effort in building a customer centric organisation by introducing Customer Circles to effectively engage with our stakeholders.

As the organization is expanding its domestic and global footprint, it is imperative to keep the workforce across geographies connected to the Senior Leadership. An enterprise wide Communication Program under the brand "Chronicle" was initiated. As part of this two way communication initiative, the Senior Leadership interacts with the employees across locations through webex on a quarterly basis. 'Chronicle' has won the National Award in the 'Best Employee Communication Program' category from Public Relations Society of India. The Cover Page of our quarterly in house Magazine 'Voice', won two prestigious 'Global Award of Distinction' from Academy of Interactive and Visual Arts, New York. It also received National Award from Public Relations Society of India.

Coromandel promotes integrity, trust and openness in the organization at all levels by living its Values & Beliefs - "The 5 Lights". Sensitization workshops on Coromandel Guide to Business Conduct (CGBC), 5 lights, Prevention of Sexual Harassment at Workplace (POSH) & Whistle Blower policy were conducted across various locations with an undertaking from the employees to abide by the guidelines of the CGBC. An undertaking from the Contractors has been taken across locations for prevention of unfair labour practices and prohibition of Child Labour.

Coromandel has adopted the Total Quality Management (TQM) as an engine to drive customer satisfaction and operational excellence through Total Employee Involvement. Coromandel deployed the Lean Six Sigma program to enhance its people capabilities on systematic problem solving and driving focused business improvement projects. Coromandel also developed the pool of certified Business Excellence Assessors to facilitate the Business Excellence journey. Coromandel organised 4th

Quality Summit, Quest-2015. Quest is an internal platform to share the best practices and exhibit creative potential of employees and is a source of motivation and recognition. Employees across various levels & locations participated and competed for awards like best ideas, kaizens, 5S Plant, SGAs, Innovation, Six Sigma Projects and overall Best TQM Plant. The employees have been nominated to different industry best practices learning and sharing platforms and won various awards for their improvement ideas/projects.

1. Two Gold Awards for Six Sigma Projects from ABK-AOTS, Chennai – Jul'14
2. Par Excellence and Gold Awards for SGA Projects from Quality Circle Forum of India, Vizag and National Chapters.
3. Excellence Awards for 5S and Kaizen improvements from QCFL, Chennai Chapter

For its contribution towards Safety, Health and Environment, Coromandel received several recognitions:

1. Significant achievement award in Domain excellence - Environment Management System of CII-ITC Sustainability Award for the year 2014. The award was received from Union Minister of Environment on 19 Dec'14.
2. IMEA Safe factory award-2014 from M/s Frost & Sullivan-Mumbai on 12 Dec'14.
3. 3 Star Award for EHS excellence-2014 from CII Southern Region on 14 Mar'15
4. India Manufacturing Excellence Award under 'Project of the Year' category for "Greening of Phospho Gypsum Sediments" project.
5. Skoch Renaissance Award, organized by Skotch Development Foundation on our success story of "Greening of Phospho Gypsum Sediments"

### Industrial Relations

Industrial relations continues to be an essential part of employee engagement and aligns with the overall vision of the Company. During the year, the industrial relations across all the plants continued to remain cordial. A diagnostic study was conducted at Ankleshwar to study IR climate at the Unit.

### Prevention of Sexual Harassment at Workplace Policy

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (Act). An Internal Compliance Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this Policy. During the year 2014-15, there were no complaints received by the ICC.

### CSR Activities

Coromandel's Corporate Social Responsibility activities reflect its philosophy of implementing sound business practices through sustainable value for all its stakeholders. In the past year, the initiatives have spanned around the key areas of Education, Health and Community development for the communities we engage with. The theme has been to integrate the activities and provide a holistic development to the communities, thereby improving their socio economic well-being and standards of living. The programmes identified have been stemmed out of the basic needs of the communities in all the areas of operations. Efforts have also been made to support the government by partnering in schemes at the State level and the National level.

On the Education front, Coromandel worked with government schools in Visakhapatnam, Kakinada, Ennore, Ranipet, Jammu, Sarigam and Ankleshwar to provide basic facilities and improve infrastructure to allow greater access to quality education. With a focus on improving educational access for girls, the Coromandel Girl Child Education Scheme was launched, under which scholarships were awarded to girls with academic excellence. Coromandel partnered with the Swachh Vidyalaya scheme to improve the condition of schools and constructed toilets. In many of the schools in our areas of operation, girls were not attending classes because of the paucity of toilets. With this initiative, the number of girls attending school would increase. Coromandel is also supporting the educational requirements of over 550 economically deprived children through collaborating with Indian Institute of Ahmedabad Alumni Association, Hyderabad Chapter in Udbhav School. The school caters to mainly first generation learners from the area whose parents are daily wage labourers.

In order to improve the quality of education, it is necessary to correct the mindset of children and parents. Through our periodic counseling, children have become focused in completing their education and are looking at taking up various courses to gain employment.

Technical and Vocational Education plays a vital role in development of human resource and creating skilled manpower. In this direction, Coromandel has funded the Murugappa Polytechnic College, offering seven full time and five part time courses to uplift the weaker sections.

On the Health front, in addition to the existing Coromandel Medical Centre in Ennore, two more centres were established in Visakhapatnam and Kakinada. These Centres have been launched keeping in mind the health requirements of the communities and their inaccessibility to quality medical care. The Coromandel Medical Centres cater to the needs of the deprived and is an attempt towards making preventive health care a reality. The Centres are attached to a Pharmacy, where





medicines are dispensed to the patients along with the provision of consultation of a Doctor. In its fourth year of operation now, the Centre in Ennore has catered to the medical needs of more than 20,000 patients. In all areas of operation, medical camps were organized to provide diagnostic services of Specialists. The mega eye-camp organized in Kakinada was a huge success with more than 1000 patients seeking consultation and around 400 people were given spectacles and close to 200 people underwent cataract surgeries to improve their vision. Similar camps were conducted in Ennore, Ranipet, Visakhapatnam, Ankleshwar and Sarigam.

The partnership with the Government General Hospital in Kakinada led to the refurbishment of the Pediatric Ward. The ward has catered to more than 1650 children with severe medical conditions and the two ventilators donated have saved the lives of over 35 critical cases. The ward has earned the respect of all the people providing and availing the benefits, because of the quality of service offered. Through this initiative, the Hospital is able to improve its facilities in the Pediatric Wards and the Neo Natal Intensive Care Unit.

Coromandel has always made sincere efforts to improve the quality of lives of the people. Another such initiative was the partnership in the NTR Sujala Pathakam Scheme in Andhra Pradesh for the provision of safe drinking water. Reverse Osmosis (RO) Plants have been set up in Andhra Pradesh towards the improvement of safe drinking water. Coromandel has partnered in the government scheme for the provision of water in the backward areas.

The initiatives to support quality medical institutions for the less privileged through Sir Ivan Stedford Hospital, AMM Hospital and AMM Arunachalam Hospital are under implementation. Sir Ivan Stedford Hospital has earned its name for being one of the most trusted hospitals, catering to about 2000 outpatients a day. AMM Hospital is one of the oldest medical institutions, being established in 1924. It is a Primary Health Care Center equipped with basic investigation and diagnostic facilities. AMM Arunachalam Hospital is a 24 bedded hospital providing quality medical care in the area.

On the Community Development front, Coromandel partnered with the local government in Sarigam towards the implementation of the Nirmal Bharat Abhiyan for the development of community toilets. Entrepreneurship development programs for the women have also been carried out, where they are encouraged to become self sufficient and improve their living standards.

Post the devastation caused by Hudhud cyclone in Visakhapatnam, Coromandel was one of the first to step out and support the people through the provision of safe drinking water. A contribution to the Chief Minister Fund was also made towards relief operations.

CSR remains an integral part of Coromandel DNA, and going forward, Company intends to better the lives of the marginalized to make a difference so that they are able to contribute towards the growth of the overall Society.

# ANNEXURES TO DIRECTORS' REPORT

## Annexure A

### Directors' Responsibility Statement

Pursuant to the provisions of Section 134 (3) (c) and 134(5) of the Companies Act 2013, the Board of Directors of Coromandel International Limited make the following statements, to the best of their knowledge and belief and according to the information and explanations obtained by them :

- a) That in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed and there have been no material departures therefrom;
- b) That the accounting policies mentioned in Note 52 to the Financials Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profits of the Company for the year ended on that date;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual financial statements have been prepared on a going concern basis;
- e) That proper internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) That proper systems are in place to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**On behalf of the Board**

Place: Secunderabad  
Date: April 30, 2015

  
**A. Vellayan**  
Chairman



## ANNEXURE B

## STATEMENT SHOWING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES AND JOINT VENTURES AS PER COMPANIES ACT, 2013

## Part "A" : Subsidiaries

(₹ In Lakhs)

Name of Entity	Parry Chemicals Limited	Dare Investments Limited	CFL Mauritius Ltd.	Coromandel Brasila Ltda	Sabero Australia Pty Ltd.	Sabero Organics America S.A.	Sabero Europe B. V.	Sabero Organics Mexico S.A De C.V.	Sabero Argentina S.A.	Liberty Pesticides and Fertilisers Limited
Share capital	1,000	500	10,281	471	30	888	19	2	18	75
Reserves and surplus	509	(4)	7,834	(568)	(44)	(447)	(20)	(86)	(15)	144
Total liabilities	18	11	9	121	15	147	2	199	1	1
Total assets	1,527	507	18,124	24	1	588	1	115	4	220
Investments (included in Total assets)	-	500	17,827	-	*	-	-	-	-	-
Total income (including other income)	112	-	*	178	-	163	-	324	38	18
Profit/(Loss) before tax	92	(1)	(31)	(55)	(14)	(68)	*	(121)	1	*
Provision for tax	32	-	-	3	-	-	-	-	-	*
Profit/(Loss) after tax	60	(1)	(31)	(58)	(14)	(68)	*	(121)	1	*
Proposed dividend (including interim dividend and tax thereon)	-	-	-	-	-	-	-	-	-	-
% of shareholding	100%	100%	100%	100%	100%	99.94%	100%	100%	95%	100%
Reporting period	31 March 2015	31 March 2015	31 Dec. 2014	31 Dec. 2014	31 March 2015	31 Dec. 2014	31 May 2014	31 Dec. 2014	31 Dec. 2014	31 March 2015
Reporting currency	Indian Rupee	Indian Rupee	USD	Brazilian Real	Australian Dollar	Brazilian Real	Euro	Mexican Peso	Argentine Peso	Indian Rupee
Closing exchange rate	-	-	63.04	23.73	47.40	23.73	80.72	4.28	7.53	-

\*Less than a lakh

## Notes:

1. There are no subsidiaries which are yet to commence operations.

2. There are no subsidiaries which have been liquidated or sold during the year.

## Part "B" : Joint ventures &amp; Associates

## Notes:

1. All the joint ventures/associates have been considered for consolidation.
2. There are no joint ventures/associates which have been liquidated or sold during the year.
3. No operations have commenced in case of Sabero Organics Philippines Asia Inc., an Associate. There is significant influence due to percentage of voting share capital.

## For and on behalf of the Board of Directors

*V. Ravichandran*  
**V. Ravichandran**  
 Vice Chairman

*A. Vellayan*  
**A. Vellayan**  
 Chairman

*S. Sankarabramanian*  
**S. Sankarabramanian**  
 Chief Financial Officer

*P. Varadarajan*  
**P. Varadarajan**  
 Company Secretary

Place : Secunderabad  
 Date : April 30, 2015

## Name of Entity

Relationship	Coromandel SQM (India) Private Limited	Yanmar Coromandel Agrisolutions Private Limited	Coromandel Getax Phosphates Pte Limited	Sabero Organics Philippines Asia Inc.
Latest audited balance sheet date	Joint venture 31 March 2015	Joint venture 31 March 2015	Joint venture 31 Dec. 2014	Associate 31 Dec. 2014
Number of shares held by the Company	5,000,000	5,004,000	500,000	318
Amount of investment (₹ in lakhs)	500	500	219	*
% of shareholding	50%	40%	50%	39.75%
Networth attributable to the Company (₹ in lakhs)	719	432	141	*
Profit/ (loss) considered in consolidation (₹ in lakhs)	101	(68)	(47)	*

\* less than a lakh

**ANNUAL REPORT ON CSR ACTIVITIES**

1.	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Company's CSR Policy has been uploaded in the website of the Company under the web-link <a href="http://coromandel.biz/csr_policy.html">http://coromandel.biz/csr_policy.html</a>
2.	The Composition of the CSR Committee as at the end of the year	Mrs. Ranjana Kumar, Chairperson Mr. MM Venkatachalam, Member Mr. V Ravichandran, Member
3.	Average net profit of the Company for last three financial years	₹ 66,137 lakhs
4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	₹ 1,323 lakhs
5.	Details of CSR spent during the financial year 2014-15:	
	(a) Total amount to be spent for the financial year;	₹ 1,323 lakhs
	(b) Amount unspent , if any;	₹ 295 lakhs. Out of this ₹ 253 lakhs worth of CSR Projects have already been committed and the expenditure will be incurred in 2015-16.
	(c) Manner in which the amount spent during the financial year is detailed below.	

Sl. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (Budget) project or programs wise	Amount spent on the projects or programs Subheads: (1) Direct Expenditure on Projects or Programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	Girl Child Education Scheme	Education	Throughout Andhra Pradesh, Telangana and Karnataka	62.50	45.43	45.43	Direct
2.	Improving health conditions of communities through medical centers	Health	Ennore, Tamil Nadu, Visakhapatnam and Kakinada in Andhra Pradesh	65.00	35.27	25.27	Direct
3.	Improving health facility at the Government Hospital in Kakinada	Health	Kakinada in Andhra Pradesh	34.00	28.09	28.09	Direct
4.	Provision of Safe Drinking water through NTR Sujala Pathakam Scheme	Water	East Godavari, Andhra Pradesh	75.00	20.93	20.93	Direct
5.	Improving health and hygiene of Communities through Government Scheme - Nirmal Bharat Abhiyan	Sanitation	Sarigam, Gujarat	25.00	25.00	25.00	Direct
6.	Improving health and hygiene of school going girls under the Government program of Swachh Vidyalaya	Sanitation	Sarigam, Gujarat; Ranipet, Tamil Nadu; Kakinada, Andhra Pradesh	65.00	6.58	6.58	Direct
7.	Improving health of communities through medical camps and other methods	Health	All major factory locations of the Company	85.00	17.05	17.05	Direct

₹ in Lakhs



# Annexure C (Contd...)

₹ in Lakhs

Sl. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (Budget) project or programs wise	Amount spent on the projects or programs Subheads: (1) Direct Expenditure on Projects or Programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
8.	Contribution for construction of students hostel in the Institute of Financial Management and Research	Education	Tada, Andhra Pradesh	75.00	75.00	75.00	Direct
9.	Contribution to Hrudaya Cure A Little Heart Foundation	Health	Hyderabad, Telangana	25.00	25.00	25.00	Direct
10.	Contribution towards meeting running expenses of Udbhav School, Rasoolpura, Hyderabad.	Education	Hyderabad, Telangana	35.00	35.00	35.00	Direct
11.	Contribution towards construction of building additional space and renovation of Obstetrics and Gynecology Building in Ivan Stedeford Hospital, Avadi, Chennai	Health	Chennai, Tamil Nadu	168.00	168.00	168.00	Implementing Agency
12.	Contribution towards running expenses of AMM Hospital, Pallathur, Sivaganga	Health	Sivaganga, Tamil Nadu	132.20	132.20	132.20	Implementing Agency
13.	Contribution towards operating expenses of AMM Arunachalam Hospital, Nellikuppam, Cuddalore	Health	Cuddalore, Tamil Nadu	81.74	81.74	81.74	Implementing Agency
14.	Contribution towards operating expenses of Murugappa Polytechnic College, Avadi, Chennai	Education	Chennai, Tamil Nadu	189.96	189.96	189.96	Implementing Agency
15.	Studies on Water security and water use efficiency	Water	Kancheepuram, Villupuram, Sivaganga, Karur, Dindigul and Coimbatore, Tamil Nadu	38.00	38.00	38.00	Implementing Agency
16.	Research and Development on climate change mitigation	Water	Kancheepuram, Villupuram, Sivaganga, Karur, Dindigul and Coimbatore, Tamil Nadu	68.00	68.00	68.00	Implementing Agency
17.	Expenditure towards Base line study and administration expenses	Overheads	-	36.76	36.76	36.76	Direct
	<b>Total</b>			<b>1,261.16</b>	<b>1,027.99</b>	<b>1,027.99</b>	

This being the first year of implementation of CSR activity, there was lead time involved in setting up internal team and identification of implementing agency and beneficiaries. Hence, a part of the committed amount will be spent in the next financial year in line with progress of the relevant projects.

The implementation and monitoring of CSR, is in compliance with CSR Policy of the Company.

V. Ravichandran

**V. Ravichandran**  
Vice Chairman



**Ranjana Kumar**  
Chairperson, CSR Committee



# ANNEXURE D

The details of remuneration during the year 2014-15 as per Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 are as follows:

Sl. No	Disclosure Requirement	Disclosure Details	
i.	Ratio of Remuneration of each Director to the median remuneration of the employees of the Company for the financial year:	<b>Non Executive Directors</b>	<b>Ratio to median remuneration</b>
		Mr. A. Vellayan	68.92
		Mr. V. Ravichandran	3.20
		Dr. B.V.R. Mohan Reddy	3.58
		Mr. Uday Chander Khanna	3.47
		Mr. M.M. Venkatachalam	3.51
		Mrs. Ranjana Kumar	3.56
		Mr. Prasad Chandran	2.87
		<b>Managing Director</b>	
		Mr. Kapil Mehan (resigned w.e.f February 13, 2015)	84.41
ii.	Percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the financial year</b>
		Mr. A. Vellayan, Director	0.20%
		Mr. V. Ravichandran, Director	55.83%
		Dr. B.V.R. Mohan Reddy, Director	50.36%
		Mr. Uday Chander Khanna, Director	52.63%
		Mr. M.M. Venkatachalam, Director	62.70%
		Mrs. Ranjana Kumar, Director	67.74%
		Mr. Prasad Chandran, Director	*
		Mr. Kapil Mehan, Managing Director (resigned w.e.f February 13, 2015)	-0.95%
		Mr. S. Sankarasubramanian, Chief Financial Officer	15.59%@
		Mr. P. Varadarajan, Company Secretary	13.73%#
		<p>Notes:</p> <p>During the year 2014-15, the sitting fees for attending the meetings of the Board and its committees and the commission payable to Non-executive Directors was enhanced and this is reflected in the percentage above with respect to Directors remuneration.</p> <p>* Joined during 2014-15 hence comparison not possible.</p> <p>@ Including variable incentive paid, the increase was 22.64%.</p> <p># Including variable incentive paid, the increase was 18.05%.</p>	

iii. **Percentage increase/(decrease) in the median remuneration of employees in the financial year** – (11.04)%

iv. **Number of permanent employees on the rolls of the company as on 31<sup>st</sup> March, 2015** – 4232

v. **Explanation on relationship between average increase in remuneration & Company performance**

The average increase in employee remuneration effected during the year 2014-15 was 8.6%. The individual increments are based on individual and the Company's performance during the previous financial year viz., 2013-14. The other factors considered for revision in remuneration is the industry standards, functional expertise standards, etc.



The net revenue from operations of the Company for the year 2013-14 increased by 9%, the profits after tax decreased by 22% and the market capitalization increased by 21% when compared to the previous year 2012-13.

A direct co-relation of employee remuneration and company performance as envisaged in the Rules is not feasible considering the qualitative factors involved in measuring performance.

vi. **Comparison of remuneration of Key Managerial Personnel and each Key Managerial Personnel against the performance of the Company**

Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2014-15 (₹ in Crore)	4.01
Revenue (₹ Crore)	11341
Remuneration of KMPs (as % of revenue)	0.04
Profit before Tax (PBT) (₹ in Crore)	592
Remuneration of KMP (as % of PBT)	0.68

vii. **Variations in the market capitalization of the company and price earnings ratio as at the closing date of the current financial year and previous financial year**

Particulars	31.03.2014	31.03.2015
Market Capitalization of the Company (in ₹ Crores)	6349	7819
Closing Price at the National Stock Exchange Ltd. (in ₹)	224	268
Price Earnings Ratio as at the closing date	19	19

**Percentage increase over decrease in market quotations of the shares of the Company in comparison with the last public offer**

Not Applicable as the last public offer was in 1964 and the data are incomparable.

viii. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average annual increase in salaries of employees was around 7%.

Increase in the managerial remuneration for the year was 5 %.

ix. **Comparison of each remuneration of the key managerial personnel against the performance of the Company**

	Mr. Kapil Mehan Managing Director (upto Feb 13, 2015)	Mr. S Sankara Subramanian, Chief Financial Officer	Mr. P Varadarajan Company Secretary
Remuneration in FY 2014-15 (₹ in Crore)	2.60	0.88	0.53
Revenue (₹ in Crore)	11341		
Remuneration as % of revenue	0.02	0.007	0.004
Profit before Tax (PBT) (₹ in Crore)	592		
Remuneration (as % of PBT)	0.40	0.14	0.09

x. **The key parameters for any variable component of remuneration availed by the Directors:**

The members have, at the Annual General Meeting of the Company held on July 23, 2014 approved payment of commission to non-executive Directors within the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Act. The said commission is decided each year by the Board of Directors and distributed amongst the non-executive Directors based on their attendance and contribution at the Board and certain committee meetings, as well as the time spent on operational matters other than at meetings.

xi. **Ratio of remuneration of the highest paid director of that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the year:**

Not Applicable as no employee is receiving remuneration in excess of the highest paid Director.

xii. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company is in compliance with its remuneration policy.

**Statement under Section 134 of the Companies Act 2013 read with Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014**

**a) Employed throughout the Financial Year and in receipt of remuneration aggregating ₹ 60,00,000 or more**

Name, Age and Qualification	Designation and nature of duties	Date of commencement of employment	Experience in years	Remuneration (₹)	Last Employment
Amir Alvi, 47 B.Sc. Engineering (Chemical) PGDBM	Executive Vice President & Head - Manufacturing (Fertilisers)	01-03-2013	24	76,59,072	Vice President (Manufacturing) Tata Chemicals Limited.
Arun Leslie George, 48 M.A(SW), PMIR	Executive Vice President & Head Business (SSP)	01-10-2003	25	96,34,763	Deputy General Manager-HR EID Parry (India) Limited
P Gopalakrishna, 56 B.Sc (Ag), PGDM (IIMA)	Executive Vice President- Spl. Nutrients & Business Development	01-12-2003	32	83,58,990	Deputy General Manager-Marketing EID Parry (India) Limited
S Govindarajan, 52 B.Tech (Mech), GDMIM (IIMIM)	Executive Vice President & Head of Commercial	26-09-1992	30	87,17,892	Assistant Manager, National Fertilisers Limited
Manoj Kumar Agarwal, 49 CA	Vice President [on deputation]	17-05-2007	24	65,06,096	Business Head, Glamorooms Taps Private Limited
Ripu Daman Singh, 53 Ph.D in Agronomy PLAM (IIMC)	Executive Vice President & Head of Retail	16-05-2012	30	82,08,393	Vice President – Marketing Matix Fertilisers and Chemicals Limited
S Sankarasubramanian, 45 B.Sc., ICWA	Executive Vice President & Chief Financial Officer	01-12-2003	24	88,39,845	Deputy General Manager – Finance EID Parry (India) Limited
G Veerabhadram, 56 M.Sc. (Agr), PGDM (IIMA)	President – Crop Protection	01-12-2003	36	1,10,19,367	General Manager – Marketing, EID Parry (India) Limited

**b) Employed for part of the Financial Year and in receipt of remuneration aggregating ₹ 5,00,000 per month or more**

Aminul Islam, 50 M.Sc., Ph.D. (Organic Chemistry)	Vice President – R & D (Crop Protection)	21-08-2014	20	43,34,407	Sr. VP, Chemical Research, Aurobindo Pharma Limited
Kalidas Pramanik, 47 B.Sc (Hons) Physics, PGD (IRPM), MBA (Marketing)	Executive Vice President – Marketing (Fertilisers & Organics)	01-09-2014	21	34,66,925	Director – Sales, ACC Limited
Kapil Mehan, 56 Graduate in Vet. Science, PGDM (Agri) (IIMA)	Managing Director	20-09-2010	34	2,59,70,076	Executive Director Tata Chemicals Limited
Suri V, 55 ICWA	Sr. Vice President [on deputation]	01-04-2010	28	54,10,582	Chief Financial Officer Parryware Roca Private Ltd.

1. Remuneration includes salary and allowances, commission where applicable, Company's contribution to Provident Fund, Superannuation Fund and Group Gratuity Scheme, reimbursement of medical expenses at actuals, and monetary value of perquisites calculated in accordance with the Income Tax Act/Rules.
2. The employment of all employees of the Company is of contractual nature.
3. There are no employees in the service of the Company within the category covered by Rule 5 (2) (iii) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014.
4. None of the above employees is a relative of any Director of the Company.

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31.03.2015**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L24120TG1961PLC000892
Registration Date	16/10/1961
Name of the Company	Coromandel International Limited
Category / Sub-Category of the Company	Public Company / Company having share capital
Address of the registered office and contact details	Coromandel House, 1-2-10, Sardar Patel Road, Secunderabad – 500 003, Telangana Contact Details: +91 40 27842034
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any*	Karvy Computershare Private Limited Plot No. 17-24, Vittal Rao Nagar, Madhapur Road, Hyderabad, Telangana – 500 081 Contact Details: +91 40 44655000/176

\* Address changed during 2015-16. For new address, please refer to Corporate Information on Page 3

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Business activities contributing 10% or more of the total turnover of the company:

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Fertilisers	20122	84 %
2	Pesticides	20211	12 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

Sl. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Sections
1	E.I.D. Parry (India) Limited	L24211TN1975PLC006989	Holding	60.83%	2(46)
2	Dare Investments Limited	U65110TG2012PLC080296	Subsidiary	100.00%	2(87)
3	Parry Chemicals Limited	U74999MH1995PLC088809	Subsidiary	100.00%	2(87)
4	Liberty Pesticides and Fertilisers Limited	U24124RJ1978PLC001807	Subsidiary	100.00%	2(87)
5	Coromandel SQM (India) Pvt Ltd.	U24100TG2009PTC065404	Joint Venture	50.00%	2(6)
6	Yanmar Coromandel Agrisolutions Private Limited	U29253TG2014PTC094854	Joint Venture	40.00%	2(6)
7	CFL Mauritius Limited	081272C1/GBL	Subsidiary	100.00%	2(87)
8	Coromandel Brasil Limitada	10.599.435/0001-58	Subsidiary	99.00%	2(87)
9	Coromandel Getax Phosphates Pte Ltd	200808374N	Joint Venture	50.00%	2(6)
10	Sabero Organics America S.A.	04-016-649/0001-51	Subsidiary	99.94%	2(87)
11	Sabero Australia Pty Ltd	–	Subsidiary	100.00%	2(87)
12	Sabero Europe BV	–	Subsidiary	100.00%	2(87)
13	Sabero Argentina S.A.	–	Subsidiary	95.00%	2(87)
14	Sabero Organics Mexico S.A. De C.V	–	Subsidiary	100.00%	2(87)
15	Sabero Orgnics Philippines Asia Inc	–	Associate	39.75%	2(6)

**ANNEXURE F (Contd...)**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year (as on 31-March-2015)				(%) Change during the year
	Demat	Physical	Total	(%) of Total Shares	Demat	Physical	Total	(%) of Total Shares	
<b>A. Promoter and Promoter Group</b>									
<b>1 Indian</b>									
a) Individual/ HUF	35,18,184	–	35,18,184	1.24	35,08,184	–	35,08,184	1.20	(0.04)
b) Central Govt	–	–	–	–	–	–	–	–	–
c) State Govt(s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	17,71,86,160	–	17,71,86,160	62.57	17,71,69,763	–	17,71,69,763	60.83	(1.74)
e) Banks / FI	–	–	–	–	–	–	–	–	–
f) Any other	42,140	–	42,140	0.02	42,140	–	42,140	0.02	–
<b>Total shareholding of Promoter (A)</b>	<b>18,07,46,484</b>	<b>–</b>	<b>18,07,46,484</b>	<b>63.83</b>	<b>18,07,20,087</b>	<b>–</b>	<b>18,07,20,087</b>	<b>62.05</b>	<b>(1.78)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	1,11,18,183	1026	1,11,19,209	3.93	1,61,00,726	2275	1,61,03,001	5.53	1.60
b) Banks / FI	1,43,957	13,826	1,57,783	0.06	1,14,475	13,853	1,28,328	0.05	(0.01)
c) Central Govt	–	–	–	–	–	–	–	–	–
d) State Govt(s)	–	–	–	–	–	–	–	–	–
e) Venture Capital Funds	–	–	–	–	–	–	–	–	–
f) Insurance Companies	46,63,309	–	46,63,309	1.64	37,93,136	–	37,93,136	1.30	(0.34)
g) FIIs	1,92,58,058	–	1,92,58,058	6.80	1,96,06,908	–	1,96,06,908	6.73	(0.07)
h) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
i) Qualified Foreign Investors	–	1840	1840	0.00	–	1840	1840	–	–
j) Others (specify)	–	–	–	–	–	–	–	–	–
<b>Sub-total (B)(1):–</b>	<b>3,51,83,507</b>	<b>16,692</b>	<b>3,52,00,199</b>	<b>12.43</b>	<b>3,96,15,245</b>	<b>17,968</b>	<b>3,96,33,213</b>	<b>13.61</b>	<b>1.18</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	2,01,94,802	41574	2,02,36,376	7.15	2,63,23,877	59,715	2,63,83,592	9.06	1.91
i) Indian	–	–	–	–	–	–	–	–	–
ii) Overseas	–	–	–	–	–	–	–	–	–
b) Individuals	–	–	–	–	–	–	–	–	–
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1,59,48,017	72,28,640	2,31,76,657	8.18	1,85,24,393	74,38,312	2,59,62,705	8.91	0.73





**ANNEXURE F (Contd...)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year (as on 31-March-2015)				(% Change during the year)
	Demat	Physical	Total	(%) of Total Shares	Demat	Physical	Total	(%) of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	74,93,452	19,69,700	94,63,152	3.34	71,36,059	19,69,700	91,05,759	3.13	(0.21)
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	24,15,711	8,14,426	32,30,137	1.14	35,82,030	8,32,962	44,14,992	1.52	0.38
Overseas Corporate Bodies	96,00,000	-	96,00,000	3.39	48,00,000	1,312	48,01,312	1.65	(1.74)
Foreign Nationals	4,500	67,460	71,960	0.03	3,000	67,460	70,460	0.02	(0.01)
Clearing Members	14,17,524	-	14,17,524	0.50	62,855	-	62,855	0.02	(0.48)
Trusts	38,433	900	39,333	0.01	70,482	900	71,382	0.02	0.01
Foreign Bodies – DR	-	-	-	-	-	19,500	19,500	0.01	0.01
Societies	-	-	-	-	-	4,500	4,500	-	-
<b>Sub-total (B)(2):-</b>	<b>5,71,12,439</b>	<b>1,01,22,700</b>	<b>6,72,35,139</b>	<b>23.74</b>	<b>6,05,02,696</b>	<b>1,03,94,361</b>	<b>7,08,97,057</b>	<b>24.34</b>	<b>0.60</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>9,22,95,946</b>	<b>1,01,39,392</b>	<b>10,24,35,338</b>	<b>36.17</b>	<b>10,01,17,941</b>	<b>1,04,12,329</b>	<b>11,05,30,270</b>	<b>37.95</b>	<b>1.78</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>27,30,42,430</b>	<b>1,01,39,392</b>	<b>28,31,81,822</b>	<b>100.00</b>	<b>28,08,38,028</b>	<b>1,04,12,329</b>	<b>29,12,50,357</b>	<b>100.00</b>	<b>-</b>

**(ii) Shareholding of Promoters and Promoter Group.**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year (as on 31 March 2015)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
<b>A</b>	<b>Promoters</b>							
1	E.I.D.Parry (India) Ltd.	17,71,55,580	62.56	-	17,71,55,580	60.83	-	(1.73)
2	M. M. Veerappan	3,80,880	0.13	-	3,80,880	0.13	-	-
3	M M Muthiah	3,78,150	0.13	-	3,78,150	0.13	-	-
4	M V Subbiah	2,20,998	0.08	-	2,20,998	0.08	-	-
5	Arun Venkatachalam	2,03,010	0.07	-	2,03,010	0.07	-	-
6	S Vellayan	1,68,560	0.06	-	1,68,560	0.06	-	-
7	M V Murugappan	1,40,570	0.05	-	1,40,570	0.05	-	-
8	V Narayanan	1,40,370	0.05	-	1,40,370	0.05	-	-
9	V Arunachalam	1,34,770	0.05	-	1,34,770	0.05	-	-
10	A Venkatachalam	1,22,670	0.04	-	1,22,670	0.04	-	-
11	A Vellayan	1,18,510	0.04	-	1,18,510	0.04	-	-
12	Arun Alagappan	1,02,940	0.04	-	1,02,940	0.03	-	(0.01)
13	M M Venkatachalam	1,00,156	0.04	-	1,00,156	0.03	-	(0.01)

**ANNEXURE F (Contd...)**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year (as on 31 March 2015)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
14	M V Muthiah	92,330	0.03	–	92,330	0.03	–	–
15	M A M Arunachalam	78,660	0.03	–	78,660	0.03	–	–
16	M V Subramanian	61,750	0.02	–	61,750	0.02	–	–
17	M V Subbiah	35,600	0.01	–	35,600	0.01	–	–
18	M. A. Alagappan	34,000	0.01	–	34,000	0.01	–	–
19	M. V. Murugappan	5,670	–	–	5,670	–	–	–
20	M. A. Alagappan	4,540	–	–	4,540	–	–	–
21	M V Murugappan	2,060	–	–	2,060	–	–	–
22	Carborundum Universal Limited	330	–	–	330	–	–	–
	<b>Total A</b>	<b>17,96,82,104</b>	<b>63.45</b>	<b>–</b>	<b>17,96,82,104</b>	<b>61.70</b>	<b>–</b>	<b>(1.75)</b>
<b>B</b>	<b>Promoter Group</b>	<b>10,64,380</b>	<b>0.38</b>	<b>0.02</b>	<b>10,37,983</b>	<b>0.35</b>	<b>0.02</b>	<b>(0.03)</b>
<b>C</b>	<b>Promoter &amp; Promoter Group</b>	<b>18,07,46,484</b>	<b>63.83</b>	<b>0.02</b>	<b>18,07,20,087</b>	<b>62.05</b>	<b>0.02</b>	<b>(1.78)</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

There is no change in the number of shares held by the Promoters. The reduction in their shareholding percentage is due to increase in the paid-up share capital of the Company on account of issue of shares under ESOP Scheme and under the Schemes of Amalgamation, during the year.

**(iv) Shareholding Pattern of top ten Shareholders**

**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>As per Enclosure</b>			
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year ( or on the date of separation, if separated during the year)				



## ANNEXURE F (Contd...)

### (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>A Vellayan</b>				
	At the beginning of the year	1,18,510	0.04	–	–
	Purchase/Sales during the year	–	–	–	–
	At the end of the year	1,18,510	0.04	–	–
2.	<b>V Ravichandran</b>				
	At the beginning of the year	40,193	0.01		
	Sold on 22/05/2014	5,659	–	34,534	0.02
	Sold on 23/05/2014	14,341	0.01	20,193	0.01
	Sold on 02/09/2014	7,000	–	13,193	0.01
	Sold on 10/09/2014	2,693	–	10,500	0.01
	Sold on 11/09/2014	5,500	–	5,000	–
	Acquired on 10/11/2014 (Options exercised under ESOP Scheme)	50,000	0.02	55,000	0.04
	Sold on 11/11/2014	5,000	–	50,000	0.03
	Sold on 14/11/2014	9,000	–	41,000	0.03
	Sold on 19/11/2014	4,201	–	36,799	0.03
	Sold on 08/12/2014	4,192	–	32,607	0.02
	At the end of the year	32,607	0.01	32,607	0.01
3.	<b>M M Venkatachalam</b>				
	At the beginning of the year	1,00,156	0.04	–	–
	Purchase/Sales during the year	–	–	–	–
	At the end of the year	1,00,156	0.03	–	–
4.	<b>B V R Mohan Reddy</b>				
	At the beginning of the year	48,000	0.02	–	–
	Purchase/Sales during the year	–	–	–	–
	At the end of the year	48,000	0.02	–	–
5.	<b>Prasad Chandran</b>				
	At the beginning of the year	–	–	–	–
	Purchase/Sales during the year	–	–	–	–
	At the end of the year	–	–	–	–
6.	<b>Uday Chander Khanna</b>				
	At the beginning of the year	–	–	–	–
	Purchase/Sales during the year	–	–	–	–
	At the end of the year	–	–	–	–

**ANNEXURE F (Contd...)**

Sl. No.	Name of the Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	<b>Ranjana Kumar</b>				
	At the beginning of the year	–	–	–	–
	Purchase/Sales during the year	–	–	–	–
	At the end of the year	–	–	–	–
8.	<b>Kapil Mehan</b> (resigned w.e.f. February 13, 2015)				
	At the beginning of the year	–	–	–	–
	Purchase/Sales during the year	–	–	–	–
	At the end of the year	–	–	–	–

**b) Shareholding of Key Managerial Personnel**

Sl. No.	Name of the Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>P. Varadarajan</b>				
	At the beginning of the year	14,100	–	14,100	–
	Sold on 23/05/2014	5,000	–	9,100	–
	Sold on 15/09/2014	7,500	–	1,600	–
	At the end of the year	1,600	–	1,600	–
2.	<b>S Sankarasubramanian</b>				
	At the beginning of the year	25,436	0.01	25,436	0.01
	Sold on 21/05/2014	5,000	–	20,436	–
	Sold on 15/09/2014	7,000	–	13,436	–
	Sold on 05/12/2014	5,000	–	8,436	–
	At the end of the year	8,436	–	8,436	–

**V. INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

(Amount in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	913,74,17,898	603,92,68,370	–	1517,66,86,268
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	1,64,85,112	49,73,047	–	2,14,58,159
<b>Total (i+ii+iii)</b>	<b>915,39,03,010</b>	<b>604,42,41,417</b>	<b>–</b>	<b>1519,81,44,427</b>
<b>Change in Indebtedness during the financial year</b>				
Addition*	1573,26,98,132	11859,01,92,545	–	13432,28,90,677
Reduction	1501,94,06,648	11166,08,54,858	–	12668,02,61,506
<b>Net Change</b>	<b>71,32,91,484</b>	<b>692,93,37,687</b>	<b>–</b>	<b>764,26,29,171</b>



**ANNEXURE F (Contd...)**

<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	985,07,09,382	1296,86,06,057	–	2281,93,15,439
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	1,02,68,348	56,95,174	–	1,59,63,522
<b>Total (i+ii+iii)</b>	<b>986,09,77,730</b>	<b>1297,43,01,231</b>	<b>–</b>	<b>2283,52,78,961</b>

\* Additions for secured and unsecured borrowings include opening balance of erstwhile Sabero Organics Gujarat Limited that has merged with the Company w.e.f April 1, 2014

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Amount in ₹)

<b>Sl. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of MD/WTD/ Manager</b>	<b>Total Amount</b>
		Kapil Mehan	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,08,87,849	2,08,87,849
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	30,65,223	30,65,223
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	–	
2	Stock Option	–	
3	Sweat Equity	–	
4	Commission – as % of profit – others, specify...	–	
5	Others, please specify- Retirals	20,17,004	20,17,004
	Total (A)	2,59,70,076	2,59,70,076
	Ceiling as per the Act @ 5 % of Net Profit		<b>30,71,10,000</b>

**B. Remuneration to other directors:**

(Amount in ₹)

<b>Sl. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of Directors</b>				<b>Total Amount</b>
1	Independent Directors	<b>Mr. Uday Chander Khanna</b>	<b>Mr. Prasad Chandran</b>	<b>Mrs. Ranjana Kumar</b>	<b>Dr. BVR Mohan Reddy</b>	
	Fee for attending Board committee meetings	2,65,000	1,25,000	2,90,000	2,95,000	9,75,000
	Commission	7,50,000	7,15,068	7,50,000	7,50,000	29,65,068
	Others, please specify	–	–	–	–	–
	<b>Total (1)</b>	<b>10,15,000</b>	<b>8,40,068</b>	<b>10,40,000</b>	<b>10,45,000</b>	<b>39,40,068</b>



**ANNEXURE F (Contd...)**

2	<b>Other Non-Executive Directors</b>	<b>Mr. A Vellayan</b>	<b>Mr. V Ravichandran</b>	<b>Mr. M M Venkatachalam</b>		
	Fee for attending board committee meetings	1,40,000	1,85,000	2,75,000	–	6,00,000
	Commission	2,00,00,000	7,50,000	7,50,000	–	2,15,00,000
	Others, please specify	–	–	–	–	–
	<b>Total (2)</b>	<b>2,01,40,000</b>	<b>9,35,000</b>	<b>10,25,000</b>	–	<b>2,21,00,000</b>
	<b>Total (B)=(1+2)</b>					<b>2,60,40,068</b>
	Total Managerial Remuneration					<b>5,20,10,144</b>
	Overall Ceiling as per the Act @ 11 % of Net Profit					<b>67,56,42,000</b>

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	–	45,09,646	74,06,931	1,19,16,577
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	2,79,724	6,00,716	8,80,440
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–	–
2	Stock Option	–	–	–	–
3	Sweat Equity	–	–	–	–
4	Commission	–	–	–	–
	– as % of profit	–	–	–	–
5	Others, please specify - Retirals	–	5,86,297	8,32,198	14,18,495
	<b>Total</b>	–	<b>53,75,667</b>	<b>88,39,845</b>	<b>1,42,15,512</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>COMPANY / DIRECTORS / OTHER OFFICERS IN DEFAULT</b>					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–



**SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS**

(other than Directors, Promoters and Holders of GDRs and ADRs)

Name of the Shareholder	Shareholding at the beginning of the year (01-04-14)		Increase/Decrease in share holding			Cumulative Shareholding during the Year (01-04-14 to 31-03-15)	
	No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
HDFC STANDARD LIFE INSURANCE COMPANY LIMITED	7734128	2.73	01/04/2014			77,34,128	2.73
			04/04/2014	4,28,449	Transfer	81,62,577	2.88
			25/04/2014	1,099	Transfer	81,63,676	2.88
			09/05/2014	300	Transfer	81,63,976	2.88
			06/06/2014	-4,750	Transfer	81,59,226	2.88
			20/06/2014	-968	Transfer	81,58,258	2.88
			30/06/2014	254	Transfer	81,58,512	2.88
			11/07/2014	-4,381	Transfer	81,54,131	2.85
			18/07/2014	-8,329	Transfer	81,45,802	2.85
			01/08/2014	6,831	Transfer	81,52,633	2.85
			24/10/2014	3,176	Transfer	81,55,809	2.85
			05/12/2014	89	Transfer	81,55,898	2.85
			12/12/2014	18	Transfer	81,55,916	2.85
			19/12/2014	16	Transfer	81,55,932	2.85
			31/12/2014	6,266	Transfer	81,62,198	2.86
			02/01/2015	2,051	Transfer	81,64,249	2.86
			16/01/2015	20	Transfer	81,64,269	2.86
			23/01/2015	-35,000	Transfer	81,29,269	2.84
			30/01/2015	5,580	Transfer	81,34,849	2.85
			06/02/2015	3,160	Transfer	81,38,009	2.79
			06/02/2015	-1,03,528	Transfer	80,34,481	2.76
			13/02/2015	-6,87,295	Transfer	73,47,186	2.52
			20/02/2015	-6,08,000	Transfer	67,39,186	2.31
			27/02/2015	307	Transfer	67,39,493	2.31
			06/03/2015	-1,30,000	Transfer	66,09,493	2.27
			13/03/2015	-5,09,527	Transfer	60,99,966	2.09
			20/03/2015	-2,05,658	Transfer	58,94,308	2.02
			27/03/2015	18,558	Transfer	59,12,866	2.03
			27/03/2015	-10,00,338	Transfer	49,12,528	1.69
			31/03/2015			49,12,528	1.69
ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	6961916	2.46	01/04/2014			69,61,916	2.46
			25/04/2014	3,751	Transfer	69,65,667	2.46
			09/05/2014	-24,941	Transfer	69,40,726	2.45
			16/05/2014	16,945	Transfer	69,57,671	2.46
			18/07/2014	4,291	Transfer	69,61,962	2.44
			25/07/2014	8,729	Transfer	69,70,691	2.44
			01/08/2014	663	Transfer	69,71,354	2.44
			08/08/2014	275	Transfer	69,71,629	2.44
			15/08/2014	2,59,820	Transfer	72,31,449	2.53

**ANNEXURE F (Contd...)**

Name of the Shareholder	Shareholding at the beginning of the year (01-04-14)		Increase/Decrease in share holding			Cumulative Shareholding during the Year (01-04-14 to 31-03-15)	
	No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
			29/08/2014	602	Transfer	72,32,051	2.53
			19/09/2014	-710	Transfer	72,31,341	2.53
			30/09/2014	7,219	Transfer	72,38,560	2.53
			03/10/2014	-500	Transfer	72,38,060	2.53
			10/10/2014	13,614	Transfer	72,51,674	2.54
			24/10/2014	42,244	Transfer	72,93,918	2.55
			31/10/2014	73,297	Transfer	73,67,215	2.58
			05/12/2014	8,100	Transfer	73,75,315	2.58
			12/12/2014	2,361	Transfer	73,77,676	2.58
			19/12/2014	26,650	Transfer	74,04,326	2.59
			31/12/2014	16,289	Transfer	74,20,615	2.60
			02/01/2015	1,162	Transfer	74,21,777	2.60
			09/01/2015	69	Transfer	74,21,846	2.60
			23/01/2015	-7,566	Transfer	74,14,280	2.59
			30/01/2015	29,69,000	Transfer	1,03,83,280	3.63
			06/02/2015	-352	Transfer	1,03,82,928	3.57
			13/02/2015	1,000	Transfer	1,03,83,928	3.57
			20/02/2015	-1,550	Transfer	1,03,82,378	3.56
			27/02/2015	4,905	Transfer	1,03,87,283	3.57
			06/03/2015	8,641	Transfer	1,03,95,924	3.57
			13/03/2015	21,22,060	Transfer	1,25,17,984	4.30
			20/03/2015	27,719	Transfer	1,25,45,703	4.31
			27/03/2015	27,817	Transfer	1,25,73,520	4.32
			31/03/2015	38,810	Transfer	1,26,12,330	4.33
			31/03/2015			1,26,12,330	4.33
PINEBRIDGE INVESTMENTS ASIA LIMITED A/C PINE-BRIDGE INVESTMENTS GF MAURITIUS LIMITED	955730	0.34	01/04/2014			9,55,730	0.34
			20/06/2014	5,672	Transfer	9,61,402	0.34
			04/07/2014	2,00,000	Transfer	11,61,402	0.41
			11/07/2014	1,80,000	Transfer	13,41,402	0.47
			28/11/2014	5,18,481	Transfer	18,59,883	0.65
			05/12/2014	2,00,000	Transfer	20,59,883	0.72
			19/12/2014	2,227	Transfer	20,62,110	0.72
			31/12/2014	1,19,883	Transfer	21,81,993	0.76
			02/01/2015	14,738	Transfer	21,96,731	0.77
			09/01/2015	86,482	Transfer	22,83,213	0.80
			16/01/2015	4,07,268	Transfer	26,90,481	0.94
			30/01/2015	8,50,000	Transfer	35,40,481	1.24
			06/02/2015	5,27,597	Transfer	40,68,078	1.40
			13/02/2015	1,50,776	Transfer	42,18,854	1.45
			06/03/2015	33,253	Transfer	42,52,107	1.46
			13/03/2015	12,640	Transfer	42,64,747	1.46
			20/03/2015	4,86,936	Transfer	47,51,683	1.63
			27/03/2015	11,00,000	Transfer	58,51,683	2.01
			31/03/2015			58,51,683	2.01



**ANNEXURE F (Contd...)**

Name of the Shareholder	Shareholding at the beginning of the year (01-04-14)		Increase/Decrease in share holding			Cumulative Shareholding during the Year (01-04-14 to 31-03-15)	
	No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
AMANSA CAPITAL PTE LIMITED A/C AMANSA HOLDINGS PRIVATE LIMITED	4821772	1.70	01/04/2014			48,21,772	1.70
			23/05/2014	-11,329	Transfer	48,10,443	1.70
			19/09/2014	-1,381,000	Transfer	34,29,443	1.20
			19/12/2014	-34,29,443	Transfer	0	0.00
			31/03/2015			0	0.00
GROUPE CHIMIQUE TUNISIEN	4800000	1.70	01/04/2014			48,00,000	1.70
			31/03/2015			48,00,000	1.65
FOSKOR LIMITED	4800000	1.70	01/04/2014			48,00,000	1.70
			06/03/2015	-48,00,000	Transfer	0	0.00
			31/03/2015			0	0.00
IDFC EQUITY OPPORTUNITY SERIES 2	4775000	1.69	01/04/2014			47,75,000	1.69
			04/04/2014	14,721	Transfer	47,89,721	1.69
			11/04/2014	866	Transfer	47,90,587	1.69
			18/04/2014	19,413	Transfer	48,10,000	1.70
			09/05/2014	-5,000	Transfer	48,05,000	1.70
			30/05/2014	-3,000	Transfer	48,02,000	1.70
			13/06/2014	-2,000	Transfer	48,00,000	1.70
			18/07/2014	-5,000	Transfer	47,95,000	1.68
			08/08/2014	-5,000	Transfer	47,90,000	1.68
			15/08/2014	26,991	Transfer	48,16,991	1.69
			22/08/2014	1,20,523	Transfer	49,37,514	1.73
			22/08/2014	-5,000	Transfer	49,32,514	1.73
			05/09/2014	-5,000	Transfer	49,27,514	1.72
			12/09/2014	16,000	Transfer	49,43,514	1.73
			12/09/2014	-2,500	Transfer	49,41,014	1.73
			19/09/2014	-5,000	Transfer	49,36,014	1.73
			30/09/2014	-4,36,000	Transfer	45,00,014	1.57
			10/10/2014	-32,500	Transfer	44,67,514	1.56
			07/11/2014	20,000	Transfer	44,87,514	1.57
			14/11/2014	-23,000	Transfer	44,64,514	1.56
			28/11/2014	-16,68,476	Transfer	27,96,038	0.98
			05/12/2014	15,54,693	Transfer	4,35,0731	1.52
			05/12/2014	-20,43,038	Transfer	23,07,693	0.81
			19/12/2014	-30,000	Transfer	22,77,693	0.80
			23/01/2015	-7,000	Transfer	22,70,693	0.79
			30/01/2015	1,00,000	Transfer	23,70,693	0.83
			06/02/2015	1,99,375	Transfer	25,70,068	0.88
			27/02/2015	2,50,000	Transfer	28,20,068	0.97
			27/02/2015	-6,784	Transfer	28,13,284	0.97
			06/03/2015	-13,216	Transfer	28,00,068	0.96
			20/03/2015	-5,000	Transfer	27,95,068	0.96
			31/03/2015			27,95,068	0.96

**ANNEXURE F (Contd...)**

Name of the Shareholder	Shareholding at the beginning of the year (01-04-14)		Increase/Decrease in share holding			Cumulative Shareholding during the Year (01-04-14 to 31-03-15)	
	No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE LONG TERM ADVANTAGE FUND	0	0.00	01/04/2014			0	0.00
			12/09/2014	1,20,000	Transfer	1,20,000	0.04
			19/09/2014	3,08,250	Transfer	4,28,250	0.15
			17/10/2014	27,600	Transfer	4,55,850	0.16
			24/10/2014	33,344	Transfer	4,89,194	0.17
			07/11/2014	15,003	Transfer	5,04,197	0.18
			14/11/2014	6,301	Transfer	5,10,498	0.18
			21/11/2014	50,347	Transfer	5,60,845	0.20
			28/11/2014	20,000	Transfer	5,80,845	0.20
			05/12/2014	40,488	Transfer	6,21,333	0.22
			12/12/2014	5,71,000	Transfer	11,92,333	0.42
			19/12/2014	28,350	Transfer	12,20,683	0.43
			31/12/2014	10,000	Transfer	12,30,683	0.43
			16/01/2015	1,38,414	Transfer	13,69,097	0.48
			06/03/2015	-14,000	Transfer	13,55,097	0.47
			13/03/2015	22,50,000	Transfer	36,05,097	1.24
			27/03/2015	13,703	Transfer	36,18,800	1.24
			31/03/2015			36,18,800	1.24
HITESH SATISHCHANDRA DOSHI	2974504	1.05	01/04/2014			29,74,504	1.05
			09/05/2014	-10,000	Transfer	29,64,504	1.05
			16/05/2014	-6,500	Transfer	29,58,004	1.04
			30/05/2014	-1,088	Transfer	29,56,916	1.04
			06/06/2014	-40,000	Transfer	29,16,916	1.03
			13/06/2014	-32,500	Transfer	28,84,416	1.02
			20/06/2014	-80,820	Transfer	28,03,596	0.99
			11/07/2014	1,17,841	Transfer	29,21,437	1.02
			14/11/2014	-2,500	Transfer	29,18,937	1.02
			21/11/2014	-68,000	Transfer	28,50,937	1.00
			28/11/2014	-18,200	Transfer	28,32,737	0.99
			19/12/2014	-27,500	Transfer	28,05,237	0.98
			31/12/2014	-2,00,000	Transfer	26,05,237	0.91
			09/01/2015	-6,000	Transfer	25,99,237	0.91
			23/01/2015	-8,212	Transfer	25,91,025	0.91
			06/02/2015	5,625	Transfer	25,96,650	0.89
			20/02/2015	-10,709	Transfer	25,85,941	0.89
			27/02/2015	-25,500	Transfer	25,60,441	0.88
			06/03/2015	-1,07,507	Transfer	24,52,934	0.84
			13/03/2015	-15,606	Transfer	24,37,328	0.84
			20/03/2015	-51,616	Transfer	23,85,712	0.82
			27/03/2015	-81,693	Transfer	23,04,019	0.79
			31/03/2015	-26,905	Transfer	22,77,114	0.78
			31/03/2015			22,77,114	0.78





**ANNEXURE F (Contd...)**

Name of the Shareholder	Shareholding at the beginning of the year (01-04-14)		Increase/Decrease in share holding			Cumulative Shareholding during the Year (01-04-14 to 31-03-15)	
	No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
DSP BLACKROCK 3 YEARS CLOSE ENDED EQUITY FUND	0	0.00	01/04/2014			0	0.00
			30/06/2014	19,842	Transfer	19,842	0.01
			04/07/2014	39,387	Transfer	59,229	0.02
			11/07/2014	3,95,121	Transfer	4,54,350	0.16
			22/08/2014	1,15,503	Transfer	5,69,853	0.20
			05/09/2014	2,76,183	Transfer	8,46,036	0.30
			19/09/2014	3,09,000	Transfer	11,55,036	0.40
			30/09/2014	1,36,846	Transfer	1,29,1882	0.45
			03/10/2014	10,000	Transfer	13,01,882	0.46
			10/10/2014	2,09,065	Transfer	15,10,947	0.53
			17/10/2014	1,19,633	Transfer	16,30,580	0.57
			24/10/2014	44,263	Transfer	16,74,843	0.59
			31/10/2014	3,50,254	Transfer	20,25,097	0.71
			07/11/2014	1,70,271	Transfer	21,95,368	0.77
			14/11/2014	86,800	Transfer	22,82,168	0.80
			28/11/2014	2,81,000	Transfer	25,63,168	0.90
			28/11/2014	-8,289	Transfer	25,54,879	0.89
			05/12/2014	1,87,750	Transfer	27,42,629	0.96
			12/12/2014	2,71,390	Transfer	30,14,019	1.05
			19/12/2014	1,14,146	Transfer	31,28,165	1.09
			19/12/2014	-1,616	Transfer	31,26,549	1.09
			31/12/2014	-1,093	Transfer	31,25,456	1.09
			16/01/2015	-51,586	Transfer	30,73,870	1.08
			23/01/2015	-53,943	Transfer	30,19,927	1.06
			20/02/2015	-19,657	Transfer	30,00,270	1.03
			27/02/2015	-4,006	Transfer	29,96,264	1.03
			13/03/2015	-16,475	Transfer	29,79,789	1.02
			20/03/2015	-6,820	Transfer	29,72,969	1.02
			27/03/2015	-15,818	Transfer	29,57,151	1.02
			31/03/2015	-4,596	Transfer	29,52,555	1.01
			31/03/2015			29,52,555	1.01
FRANKLIN TEMPLETON INVESTMENT FUNDS	0	0.00	01/04/2014			0	0.00
			07/11/2014	80,266	Transfer	80,266	0.03
			14/11/2014	6,71,969	Transfer	7,52,235	0.26
			21/11/2014	1,71,200	Transfer	9,23,435	0.32
			28/11/2014	5,56,565	Transfer	14,80,000	0.52
			09/01/2015	2,00,000	Transfer	16,80,000	0.59
			06/02/2015	4,00,000	Transfer	20,80,000	0.71
			13/02/2015	2,50,074	Transfer	23,30,074	0.80
			20/02/2015	5,69,926	Transfer	29,00,000	1.00
			31/03/2015			29,00,000	1.00

**ANNEXURE F (Contd...)**

Name of the Shareholder	Shareholding at the beginning of the year (01-04-14)		Increase/Decrease in share holding			Cumulative Shareholding during the Year (01-04-14 to 31-03-15)	
	No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
GOVERNMENT OF SINGAPORE	2760793	0.97	01/04/2014			27,60,793	0.97
			11/04/2014	13,976	Transfer	27,74,769	0.98
			18/04/2014	1,233	Transfer	27,76,002	0.98
			25/04/2014	39,977	Transfer	28,15,979	0.99
			02/05/2014	39,100	Transfer	28,55,079	1.01
			09/05/2014	59,141	Transfer	29,14,220	1.03
			16/05/2014	10,146	Transfer	29,24,366	1.03
			04/07/2014	-84,019	Transfer	28,40,347	1.00
			11/07/2014	-80,690	Transfer	27,59,657	0.97
			18/07/2014	-3,29,704	Transfer	24,29,953	0.85
			24/10/2014	-1,44,516	Transfer	22,85,437	0.80
			31/12/2014	-96,201	Transfer	21,89,236	0.77
			09/01/2015	-1,98,512	Transfer	19,90,724	0.70
			16/01/2015	-3,76,676	Transfer	16,14,048	0.56
			23/01/2015	-13,516	Transfer	16,00,532	0.56
			30/01/2015	-3,97,130	Transfer	12,03,402	0.42
			06/02/2015	-1,27,640	Transfer	10,75,762	0.37
			13/02/2015	-2,19,076	Transfer	8,56,686	0.29
			31/03/2015			8,56,686	0.29
NATIONAL WESTMINSTER BANK PLC AS DEPOSITORY OF FIRST STATE ASIA PACIFIC FUND A SUB FUND OF FIRST STATE INVESTMENT ICVC	2682290	0.95	01/04/2014			26,82,290	0.95
			25/07/2014	-1,25,719	Transfer	25,56,571	0.89
			01/08/2014	-83,705	Transfer	24,72,866	0.87
			08/08/2014	-8,51,263	Transfer	16,21,603	0.57
			15/08/2014	-58,508	Transfer	15,63,095	0.55
			19/09/2014	-58,122	Transfer	15,04,973	0.53
			30/09/2014	-1,35,335	Transfer	13,69,638	0.48
			03/10/2014	-4,249	Transfer	13,65,389	0.48
			10/10/2014	-1,11,356	Transfer	12,54,033	0.44
			17/10/2014	-5,91,518	Transfer	6,62,515	0.23
			31/10/2014	-6,62,515	Transfer	0	0.00
			31/03/2015			0	0.00
SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MIDCAP	2436885	0.86	01/04/2014			24,36,885	0.86
			06/06/2014	1,36,285	Transfer	25,73,170	0.91
			13/06/2014	1,00,000	Transfer	26,73,170	0.94
			30/06/2014	-5,536	Transfer	26,67,634	0.94
			04/07/2014	-1,10,942	Transfer	25,56,692	0.90
			11/07/2014	-3,42,764	Transfer	22,13,928	0.77
			18/07/2014	-2,74,666	Transfer	19,39,262	0.68
			25/07/2014	-122	Transfer	19,39,140	0.68
			15/08/2014	-59,878	Transfer	18,79,262	0.66
			05/09/2014	-10,000	Transfer	18,69,262	0.65
			12/09/2014	-10,000	Transfer	18,59,262	0.65



**ANNEXURE F (Contd...)**

Name of the Shareholder	Shareholding at the beginning of the year (01-04-14)		Increase/Decrease in share holding			Cumulative Shareholding during the Year (01-04-14 to 31-03-15)	
	No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
			07/11/2014	-11,0,000	Transfer	17,49,262	0.61
			12/12/2014	18,984	Transfer	17,68,246	0.62
			19/12/2014	21,984	Transfer	17,90,230	0.63
			09/01/2015	5,000	Transfer	17,95,230	0.63
			31/03/2015			17,95,230	0.62
GOVERNMENT PENSION FUND GLOBAL	915493	0.32	01/04/2014			9,15,493	0.32
			11/07/2014	1,20,000	Transfer	10,35,493	0.36
			18/07/2014	6,65,090	Transfer	17,00,583	0.60
			15/08/2014	23,097	Transfer	17,23,680	0.60
			22/08/2014	5,38,843	Transfer	22,62,523	0.79
			29/08/2014	2,07,700	Transfer	24,70,223	0.86
			05/09/2014	11,677	Transfer	24,81,900	0.87
			19/09/2014	1,66,926	Transfer	26,48,826	0.93
			30/09/2014	42,139	Transfer	26,90,965	0.94
			10/10/2014	-2,09,065	Transfer	24,81,900	0.87
			21/11/2014	24,81,900	Transfer	49,63,800	1.74
			21/11/2014	-24,81,900	Transfer	24,81,900	0.87
			20/03/2015	-3,50,000	Transfer	21,31,900	0.73
			31/03/2015			21,31,900	0.73

The above information is based on the weekly beneficiary position received from Depositories.

# REPORT ON CORPORATE GOVERNANCE

Pursuant to clause 49 of the listing agreement with the stock exchanges in India, compliance with the requirements of corporate governance is set out below:

## Company's Philosophy

Coromandel International Limited ("the Company"/ "Coromandel") a constituent of the Murugappa Group is committed to the highest standards of corporate governance in all its activities and processes.

Coromandel looks at corporate governance as the corner stone for sustained superior financial performance, for serving all its stakeholders and for instilling pride of association. Apart from drawing on the various legal provisions, the group practices are continuously benchmarked in terms of the Confederation of Indian Industry (CII) Code and international studies. The entire process begins with the functioning of the Board of Directors ('Board'), with leading professionals and experts serving as independent directors and represented in the various Board Committees. Systematic attempt is made to eliminate informational asymmetry between Executive and Non-Executive Directors.

Key elements of corporate governance are transparency, internal controls, risk management, internal and external communications, and high standards of safety, health, environment, accounting fidelity, and product & service quality. The Board has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes/mechanisms to serve this purpose.

The following is a report on the Corporate Governance.

## 1. Board of Directors

### • Composition and size of the Board

The Board of Directors, as at the end of the year on March 31, 2015, comprised of seven Directors all being Non-Executive Directors out of which four being Independent Directors and three being Non Independent Directors. One

independent director is a woman director. The independent directors have been issued formal letter of appointment and the terms and conditions of their appointment have been disclosed on the website of the Company. The Independent Directors have given a declaration to the Company about their independence to enable the Board for determining its composition as envisaged in Clause 49 of the Listing Agreement with the Stock Exchanges and further confirming compliance as per Section 149 of the Companies Act, 2013 read with the Rules made there under.

The Non-Executive Directors bring independent judgment in the Board's deliberations and decisions.

Mr. Kapil Mehan who was the Managing Director of the Company during the financial year, resigned from the Company w.e.f February 13, 2015.

### • Board meetings and attendance

Six Board Meetings were held during the year as against the minimum requirement of four meetings. The dates on which the meetings were held are as follows:

Sl. No.	Date of Meeting	Board Strength	No. of Directors present
1	April 18, 2014	7	5
2	May 12, 2014	8	8
3	July 23, 2014	8	7
4	November 1, 2014	8	7
5	January 23, 2015	8	6
6	March 23, 2015	7	7

- Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM) and the number of Directorship, Membership and Chairmanship in Committees of other Companies are given below:

Name and Designation of the Director	Category of Directorship	Attendance particulars		No. of other Directorships and Committee Memberships**		
		Board Meetings	Last AGM	Directorships in other public companies # as on March 31, 2015	Committee	
					Member	Chairman
Mr A Vellayan <i>Chairman</i>	Non-Executive	5	Yes	5	-	-
Mr V Ravichandran <i>Vice Chairman</i>	Non-Executive	6	Yes	3	2	-
Mrs Ranjana Kumar <i>Director</i>	Non-Executive & Independent	5	Yes	4	1	1
Mr. Prasad Chandran <i>Director</i>	Non-Executive & Independent	4	Yes	2	3	-
Dr B V R Mohan Reddy <i>Director</i>	Non-Executive & Independent	5	No	3	1	-
Mr Uday Chander Khanna <i>Director</i>	Non-Executive & Independent	6	Yes	6	4	3
Mr M M Venkatachalam <i>Director</i>	Non-Executive	4	Yes	7	1	1
Mr Kapil Mehan* <i>Managing Director</i>	Executive	5	Yes	NA	-	-

# Excludes Directorships in associations, private, foreign and Section 8 companies.

\* Resigned w.e.f February 13, 2015

\*\* Represents Memberships of Audit and Stakeholder Relationship Committee of Public Limited Companies



## Independent Directors Meeting

A meeting of the Independent Directors was held on March 23, 2015 which was attended by all the Independent Directors. The Independent Directors have evaluated the performance of the non-independent directors, the Board as a whole and the Chairman of the Board. The Board was briefed on the deliberations made at the Independent Directors Meeting.

## Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees. Structured questionnaires were prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of participation in the meetings and contribution, independence of judgement, safeguarding the interest of the Company and other stakeholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. Further, the performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors.

## 2. Audit Committee

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and Clause 49 of Listing Agreement and, inter.alia, includes:

- To hold periodic discussions with the Statutory Auditors and Internal Auditors of the Company concerning the financial reports of the Company, internal control systems, scope of audit and observations of the Auditors / Internal Auditors and overseeing that the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and also discuss any related issues with the internal and statutory auditors and the management of the company;
- To evaluate internal financial controls and risk management systems;
- To, inter-alia, review Management Discussion and Analysis of financial condition and results of operations, Statement of Significant Related Party Transactions submitted by the management before submission to the Board;
- To investigate into any matter in relation to the items referred to it by the Board and for this purpose obtain professional advice from external sources.

- To make recommendations to the Board on any matter relating to the financial management of the Company, including the Audit Report;
- To approve Related Party Transactions.
- Reviewing the functioning of the Whistle Blower Mechanism;
- Recommending the appointment, re-appointment, and if required, the replacement or removal of the statutory auditors and fixation of audit fee and approval for payment for any other services.

## Audit Committee Meetings and attendance

The Audit Committee as at the end of the year consisted of 4 (four) directors of which 3 (three) were independent directors. Details of attendance of Members during the year are as follows:

Name	Designation	Category of Directorship	Attendance
Mr Uday Chander Khanna	Chairman	Non-Executive & Independent	5
Dr B V R Mohan Reddy	Member	Non-Executive & Independent	5
Mr M M Venkatachalam	Member	Non-Executive	4
Mr Prasad Chandran*	Member	Non-Executive & Independent	1

\* Appointed as the Committee Member at the Board Meeting held on November 1, 2014

Five Audit Committee Meetings were held during the year. The dates on which the meetings were held are May 12, 2014, July 22, 2014, November 1, 2014, January 22, 2015 and March 23, 2015.

The Company Secretary is the Secretary of the Committee. The Managing Director, Chief Financial Officer, Executive Vice Presidents, Associate Vice President- Management Audit and Risk Management, along with the Statutory Auditors are invitees to the Audit Committee. Cost Auditors are invited to the meeting as and when required.

The Chairman of the Audit Committee, Mr. Uday Chander Khanna, was present at the Annual General Meeting of the Company held on July 23, 2014.

## 3. Remuneration to Directors

### a) Nomination & Remuneration Committee

- The Board at its Meeting held on April 18, 2014 approved the renaming of the existing "Remuneration and Nomination Committee" as "Nomination and Remuneration Committee" and expanded its terms of reference as per Section 178 of the Companies Act, 2013.
- The main scope of the Committee is to determine and recommend to the Board the persons to be appointed/reappointed as Executive Director/Non-Executive Director.
- The Committee also determines and recommends to the Board on the financial component and the incentive/commission to the Executive Directors, if any.



- The Committee also administers the Employee Stock Option Scheme 2007.
- Four meetings of the Committee were held during the year, on April 18, 2014, May 12, 2014, July 22, 2014 and January 22, 2015.
- Details of the composition of the Nomination & Remuneration Committee and attendance of Members during the year are as follows:

Name	Designation	Category of Directorship	Attendance
Dr. BVR Mohan Reddy	Chairman	Non-Executive Independent	4
Mrs. Ranjana Kumar	Member	Non-Executive Independent	4
Mr. M M Venkatachalam	Member	Non-Executive	3

#### b) Remuneration Policy

##### Executive Directors

- The compensation of the executive directors comprises of fixed component and a performance incentive/ commission. The compensation is determined based on levels of responsibility and scales prevailing in the industry. The performance incentive/commission is determined based on certain pre-agreed performance parameters.
- The executive directors are not paid sitting fees for any Board / Committee meetings attended by them.

##### Non-Executive Directors

- The compensation of the non-executive directors is in the form of commission paid out of profits. Though the shareholders have approved payment of commission upto 1% of net profits of the Company for each year calculated as per the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and

the rules made thereunder the commission paid to the directors is usually restricted to a fixed sum.

- This sitting fees / commission is reviewed periodically taking into consideration various factors such as performance of the Company, time spent by the directors for attending to the affairs and business of the Company and extent of responsibilities cast on directors under general law and other relevant factors. Depending on the time and efforts put in by the directors towards the affairs of the Company, the directors are also paid a differential remuneration. The aggregate commission paid to all non-executive directors currently is well within the limit of 1% of net profits as computed in the manner laid down in Section 198 of the Companies Act, 2013, and as approved by the shareholders. The non-executive directors are also paid sitting fees as permitted under the relevant statutory provisions for every Board / Committee meeting attended by them.

##### • Shareholdings

The details of Shareholdings of the Non-Executive Directors in the Company as at March 31, 2015 are as follows:

Name	No. of Shares
Mr A Vellayan	1,18,510
Mr V Ravichandran	32,607
Dr B V R Mohan Reddy	48,000
Mrs Ranjana Kumar	Nil
Mr M M Venkatachalam	1,00,156
Mr Uday Chander Khanna	Nil
Mr Prasad Chandran	Nil

#### c) Details of remuneration paid to the Directors for the year:

- The details of remuneration paid/payable to the Managing Director for the financial year ended March 31, 2015 is as follows:

Amount in ₹

Name	Salary	Contribution to Funds	Value of Perk & Allowances	Commission/ Incentive payable	Total
Mr Kapil Mehan Managing Director [Upto Feb 13, 2015]	74,70,385	20,17,004	1,08,41,766	43,38,844	2,46,67,999

Note: A sum of ₹ 56,40,921 was paid during the year towards incentive for the year 2013-14, as against ₹ 59,31,875 provided in the accounts of 2013-14.

- Mr Kapil Mehan was granted 9,46,000 options during the year 2010-11 pursuant to Employee Stock Option Scheme 2007 at an exercise price of ₹ 317.30 per equity share vesting over a period of 4 years with first vesting after one year from the date of grant. Mr. Kapil Mehan did not exercise any of the vested options and consequent to his resignation all the options vested on him lapsed.
- The agreement with Mr. Kapil Mehan, Managing Director was for a period of five years (October 19, 2010 to October 18, 2015). He resigned from the services of the Company w.e.f February 13, 2015
- During the year 2007-08, Mr. V Ravichandran the then Managing Director was granted 9,67,000 options,

pursuant to Employee Stock Option Scheme 2007 at an exercise price of ₹ 44.58 per equity share. The first vesting is exercisable over a period of three years from the date of vesting. The second, third and fourth vesting are exercisable over a period of 6 years from the date of vesting. The following is the summary of options granted to Mr V Ravichandran:

Options Vested	9,37,990
Options cancelled	29,010
Options Lapsed	Nil
Options Exercised	7,09,000
Balance Outstanding	2,28,990



- The details of sitting fees and commission paid/payable to Non-Executive Directors for the financial year ended March 31, 2015:

Non-Executive Directors	Sitting Fees*	Commission* Amount in ₹
Mr A Vellayan	1,40,000	2,00,00,000
Mr V Ravichandran	1,85,000	7,50,000
Dr B V R Mohan Reddy	2,95,000	7,50,000
Mrs Ranjana Kumar	2,90,000	7,50,000
Mr M M Venkatachalam	2,75,000	7,50,000
Mr Uday Chander Khanna	2,65,000	7,50,000
Mr. Prasad Chandran	1,25,000	7,15,068
<b>TOTAL</b>	<b>15,75,000</b>	<b>2,44,65,068</b>

\* Excludes Service Tax.

#### 4. Stakeholders Relationship Committee

- The Board at its Meeting held on April 18, 2014 approved renaming of the existing "Share Transfer and Investors Grievance Committee" as "Stakeholders Relationship Committee" in terms of Section 178 of the Companies Act, 2013.
- Two meetings of the Committee were held during the year on November 1, 2014 and on March 23, 2015.
- Details of the composition of the Stakeholders Relationship Committee and attendance of Members during the year are as follows:

Name of the Director	Designation	Category of Directorship	Attendance
Mrs. Ranjana Kumar	Chairperson	Non-Executive & Independent	2
Mr A Vellayan	Member	Non-Executive	1
Mr V Ravichandran	Member	Non-Executive	2

- Name, designation and address of the Compliance Officer:**  
Mr P Varadarajan  
Company Secretary  
Coromandel International Limited  
Coromandel House  
1-2-10 Sardar Patel Road  
Secunderabad 500003  
Phone: (040) 27700564  
Fax: (040) 27844117  
Email ID: Investorsgrievance@coromandel.murugappa.com
- During the year the Company had received 9 complaints from the investors and all of them were resolved satisfactorily. There were no transfers pending at the close of the financial year.
- In order to facilitate faster redressal of investors' grievances the Company has created an exclusive email ID "Investorsgrievance@coromandel.murugappa.com". Investors and shareholders may lodge their query/complaints addressed to this email ID which would be attended to immediately.

#### 5. Risk Management Committee

The Risk Management Committee as at the end of the year consisted of 2 Directors. Mr. V Ravichandran was appointed a member of the Committee on March 11, 2015 consequent to the resignation and relieving of Mr. Kapil Mehan from the Company.

Two meetings of the Committee were held during the year on June 23, 2014 and November 11, 2014. Details of composition and attendance of Members during the year are as follows:

Name of the Director	Designation	Category of Directorship	Attendance
Mrs. Ranjana Kumar	Chairperson	Non-Executive & Independent	2
Mr. Kapil Mehan (upto Feb 13, 2015)	Member	Non-Executive	2
Mr V Ravichandran	Member	Non-Executive	NA

#### 6. Subsidiary Companies

The Company does not have any material unlisted Indian subsidiary in terms of Clause 49 of the Listing Agreement. However, the Minutes of the Meetings of Board of Directors of all the subsidiary companies are periodically placed before the Board of Directors of the Company.

#### 7. General Body Meetings

Location and date/time for last three Annual General Meetings were:

Year	Location	Date	Time
2011-2012	Hotel Minerva Grand, CMR Complex, Besides Manju Theatre, Sarojini Devi Road, Secunderabad	July 23, 2012	10.30 AM
2012-2013		July 23, 2013	10.30 AM
2013-2014		July 23, 2014	10.30 AM

#### Postal Ballot

At the ensuing Annual General Meeting, there is no item on the Agenda that requires approval through Postal Ballot.

#### Special Resolutions passed during the previous three Annual General Meetings

##### Financial year 2013-14

Special Resolution passed –

- Authorizing the Board to borrow up to ₹ 1500 crores over and above the paid up capital and free reserves of the Company.
- To make payment of remuneration to the non-executive directors of the Company, for a period of 5 years, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate 1% percent of the net profits of the Company for each financial year.

##### Financial year 2012-13

Special Resolution passed for payment of commission to non-executive Directors of the Company, not exceeding 1% of

the Company's net profits computed in the manner provided in Section 198 of the Companies Act 1956 for each of the five years commencing from 1<sup>st</sup> April 2013, in such manner and proportion as the Board may decide from time to time.

#### Financial year 2011-12

Special Resolution passed –

- For modification of Employee Stock Option Scheme 2007, for enhancing the exercise period to six years.
- To constitute a scheme called "Employee Stock Option Plan 2012" (ESOP 2012) to grant of stock options to employees of company by acquiring from secondary market through an ESOP Trust set up by the Company.
- To extend the benefits of the above mentioned ESOP scheme to the permanent employees of the Subsidiary Company.

#### 7a. Details of Director seeking appointment / re-appointment

As per the provisions of Section 152 of Companies Act, 2013, two-thirds of the Directors should be retiring Directors. One-third of these retiring Directors are required to retire every year and if eligible, these Directors qualify for re-appointment.

Mr. M M Venkatachalam retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Brief resume of Mr. M M Venkatachalam along with the additional information required under Clause 49(VIII)(E) of the Listing Agreement is given below:

**Mr M M Venkatachalam (56)** graduated from the University of Agricultural Sciences in Bangalore and holds a Masters Degree in Business Administration from George Washington University, USA. He has held senior positions in the Murugappa Group of Companies spanning a period of two and a half decades.

#### 7b. Other Directorships

The details of other Directorships and Committee Memberships of Mr M M Venkatachalam are as follows:

Name of the Company	Chairmanship/ Directorship	Comm- ittee	Chairman/ Member
Ramco Systems Limited	Director	Audit	Chairman
Coromandel Engineering Company Limited	Chairman	-	-
The Ramco Cements Limited	Director	Audit	Member
Polutech Limited	Director	-	-
Ambadi Enterprises Limited	Director	-	-
Parry Agro Industries Limited	Chairman	-	-
USV Limited	Director	-	-

Note: Includes only public limited companies as defined in Section 2(71) of the Companies Act, 2013.

7c. Mr. M M Venkatachalam holds 1,00,156 equity shares in the Company.

## 8. Disclosures

### • CEO and CFO Certification

The Vice Chairman and the Chief Financial Officer of the Company, have given a Certificate to the Board as contemplated in Clause 49 of the Listing Agreement.

### • Related Party Transactions

There were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The Register of Contracts containing the transactions in which Directors are interested and details of which are required to be entered therein are placed before the Board.

Transactions with the Related Parties as required under Accounting Standard – 18, Related Party Transactions, are disclosed in Note No. 36 of the financial statements forming part of this Annual Report.

The Company has framed a Policy on Related Party Transactions and the same is available on website of the Company at [www.coromandel.biz](http://www.coromandel.biz).

### • Compliance

A Statement of Compliance with all Laws and Regulations as certified by the Managing Director and the Company Secretary is placed at periodic intervals for review by the Board. The Board considers material Show Cause/Demand Notices received from Statutory Authorities and the steps/action taken by the Company in this regard. The Board reviews the compliance of all the applicable Laws and gives appropriate directions wherever necessary.

### • Code of Conduct

The Board of Directors have laid-down a "Code of Conduct" (Code) for all the Board Members and the senior management of the Company and this Code is posted on the Website of the Company. Annual declaration is obtained from every person covered by the Code.

### • Risk Management

The Board regularly discusses the significant business risks identified by the management and the mitigation process being taken up.

A Risk Management Committee, constituted by the Board comprised of Mrs. Ranjana Kumar, Director, and Mr Kapil Mehan, Managing Director. Subsequent to the resignation of Mr. Kapil Mehan, Mr. V Ravichandran has been appointed as a member of the Committee w.e.f March 11 2015. This Committee is empowered to monitor the Risk Management and their mitigation processes.

A detailed note on the risk identification and mitigation is included in Management Discussion and Analysis annexed to the Directors' Report.



- **Vigil Mechanism**

The Company has established a whistle blower mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of employees who avail of it and also for appointment of an Ombudsperson who will deal with the complaints received. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairperson of the Audit Committee. During the year, no employee was denied access to Chairman of the Audit Committee.

- **Pecuniary transactions with Non-Executive Directors**

There were no pecuniary transactions with any of the Non-Executive Directors except for remuneration paid as Directors of the Company.

- **Strictures/Penalty**

During the last three years, there were no strictures or penalties imposed on the Company by either Stock Exchanges or Securities and Exchange Board of India or any statutory authority for non-compliance on any matter related to capital markets.

- **Management Discussion and Analysis**

Management Discussion & Analysis is annexed to the Directors' Report which forms part of this Annual Report.

## 9. Means of Communication

Quarterly results are published in The Business Standard (all editions) and Andhra Prabha (Hyderabad Edition). The results are also posted on the Company's Website: [www.coromandel.biz](http://www.coromandel.biz). Presentation made to the Analysts is posted on the Company's Website.

## 10. General Shareholder Information

- Date, Time & Venue of AGM	July 27, 2015 at 10.30 AM at Hotel Minerva Grand CMR Complex, Beside Manju Theatre Sarojini Devi Road Secunderabad 500 003
- Financial Calendar	i) Financial Year – April to March ii) First Quarter Results – last week of July 2015* iii) Half-yearly Results – last week of October 2015* iv) Third Quarter Results - last week of January 2016* v) Results for the year ending March 31, 2016- last week of May 2016* <i>*provisional</i>
- Date of Book Closure	July 18, 2015 to July 27, 2015 (both days inclusive)
- Dividend 2014-15	Proposed Dividend ₹ 2.50 per share (250 %), subject to approval by members at the AGM. Interim Dividend: The Board of Directors of the Company at its meeting held on March 23, 2015 declared an interim dividend @ ₹ 2/- (200 %)
- Dividend Payment date (s)	The interim dividend was paid on April 7, 2015 Final Dividend: On or after July 27, 2015
- Listing of Shares	Company's shares are listed at: BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001  National Stock Exchange of India Ltd Exchange Plaza, 5 <sup>th</sup> Floor Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai 400 051 Listing fees for the year have been paid to all the above Stock Exchanges.

- Stock Code:	
- BSE Ltd.	Physical Scrip Code No.6395 Demat Scrip Code No.506395
- National Stock Exchange of India Ltd	COROMANDEL
- ISIN for (shares) of NSDL & CDSL	INE 169A01031
- Market Price Data : High, Low during each month in last Financial year/ Performance in comparison to BSE Sensex and S&P CNX Nifty	Please see Annexure 'A'
- Registrar and Transfer Agents	Karvy Computershare Private Limited Plot No.17-24, Vithal Rao Nagar Madhapur Hyderabad - 500 081
- Share Transfer System	All the transfers received are processed and approved by the Stakeholder Relationship Committee at its meetings or by circular resolutions.
- Employee Stock Option Scheme	The Company has earmarked 1,27,85,976 equity shares of ₹ 1/- each under the Employee Stock Option Scheme 2007. Each Option is convertible into an equity share of ₹ 1/- each. The number of Options outstanding as on March 31, 2015, are 12,12,288 . The vesting period and the exercise period of the Stock Options shall be determined by the Remuneration & Nomination Committee subject to the minimum vesting period being one year.
- Distribution of Shareholding and Share holding pattern as on March 31, 2015	Please see Annexure 'B'
- Dematerialisation of shares and Liquidity	96.42% of the shareholding has been dematerialized as on March 31, 2015.
- Plant Locations	The Company's plants are located at a) Malkapuram, Visakhapatnam, A.P. b) Beach Road, Kakinada, A.P. c) Ennore, Chennai, Tamil Nadu d) Ranipet, North Arcot, Tamil Nadu e) Ankleshwar, Gujarat f) Baribrahmana, Jammu & Kashmir g) Hospet, Karnataka h) Udaipur, Rajasthan i) Baroda ,Gujarat j) Kota ,Rajasthan k) Raigad, Maharashtra l) Khargone, Madhya Pradesh m) Raebareli ,Uttar Pradesh n) Sarigam, Gujarat o) Dahej, Gujarat
- Registered Office / Address for Correspondence	Coromandel International Limited Coromandel House 1-2-10, Sardar Patel Road Secunderabad 500 003 Tel.No.040 27842034 Fax: 040 27844117 email: investorsgrievance@coromandel.murugappa.com



- Nomination Facility	<p>Section 72 of the Companies Act 2013, provides the facility of nomination to share / debenture / deposit holders. The facility is mainly useful for all those holding the shares / debentures / deposits in single name. In cases where the securities / deposits are held in joint names, the nomination will be effective only in the event of the death of all the holders.</p> <p>Investors are advised to avail of this facility, especially investors holding securities in single name.</p> <p>The nomination form may be held on request from the Company's Registrars &amp; Transfer Agents for the shares held in physical form. For the shares held in dematerialized form, the nomination has to be conveyed by the shareholders to their respective Depository Participant directly, as per the format prescribed by them.</p>
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## 11. NON-MANDATORY REQUIREMENT

a. The Board	The Company maintains an office for non-executive Chairman at the company's expense and has also allowed reimbursement of expenses incurred in performance of his duties.
b. Shareholders/Shareholder's Rights	Quarterly financial results are published in leading newspapers, viz. The Business Line and vernacular – Andhra Prabha. The audited results for the financial year are approved by the Board and then communicated to the members through the Annual Report and also published in the newspapers. No individual communication is sent to the shareholders on half yearly financial results.
c. Separate posts of Chairman and CEO	The Company has a separate post of Chairman.
d. Other Non-Mandatory Requirement	At present, other non-mandatory requirements have not been adopted by the Company.

## 12. OTHER REQUIREMENTS

a. Unclaimed shares	<p>Following is the reconciliation of unclaimed shares in "Coromandel International Limited – Unclaimed Suspense Account", pursuant to Clause 5A of the Listing Agreement.</p> <table> <tr> <td>No of share-holders as on April 1,2014</td><td>6,089</td></tr> <tr> <td>Outstanding shares in the suspense account lying as on April 1,2014</td><td>22,43,248</td></tr> <tr> <td>Number of shareholders who approached issuer for transfer of shares from suspense account during the year</td><td>94</td></tr> <tr> <td>Number of shareholders to whom shares were transferred from suspense account during the year</td><td>94</td></tr> <tr> <td>Aggregate number of shareholders at the end of the year as on March 31, 2015</td><td>5,995</td></tr> <tr> <td>Aggregate number of shares at the end of the year as on March 31, 2015</td><td>21,78,532</td></tr> </table> <p>All corporate benefits that accrue on these shares such as bonus shares, split etc. shall also be credited to the Unclaimed Suspense Account and the voting rights on such shares shall remain frozen till the rightful owner of such shares claims the shares.</p>	No of share-holders as on April 1,2014	6,089	Outstanding shares in the suspense account lying as on April 1,2014	22,43,248	Number of shareholders who approached issuer for transfer of shares from suspense account during the year	94	Number of shareholders to whom shares were transferred from suspense account during the year	94	Aggregate number of shareholders at the end of the year as on March 31, 2015	5,995	Aggregate number of shares at the end of the year as on March 31, 2015	21,78,532
No of share-holders as on April 1,2014	6,089												
Outstanding shares in the suspense account lying as on April 1,2014	22,43,248												
Number of shareholders who approached issuer for transfer of shares from suspense account during the year	94												
Number of shareholders to whom shares were transferred from suspense account during the year	94												
Aggregate number of shareholders at the end of the year as on March 31, 2015	5,995												
Aggregate number of shares at the end of the year as on March 31, 2015	21,78,532												

On behalf of the Board

  
**A Vellayan**  
Chairman

Date : April 30, 2015  
Place : Secunderabad



## Annexure – A

### MARKET PRICE DATA

Period	BSE Ltd. (₹)		Sensex Index		National Stock Exchange of India Limited (₹)		S&P CNX Nifty Total Return Index Value	
	High	Low	High	Low	High	Low	High	Low
Apr-14	231.80	213.00	22,939.31	22,197.51	232.40	215.15	8,918.30	8,702.22
May-14	276.00	216.10	25,375.63	22,277.04	276.60	218.10	9,609.25	8,672.88
Jun-14	280.00	247.90	25,735.87	24,270.20	280.00	247.35	10,019.94	9,610.85
Jul-14	265.00	227.80	26,300.17	24,892.00	265.60	226.20	10,275.33	9,776.46
Aug-14	267.85	233.85	26,674.38	25,232.82	267.50	233.90	10,456.85	9,942.03
Sep-14	339.00	256.00	27,354.99	26,220.49	339.70	256.00	10,748.49	10,405.39
Oct-14	332.00	281.50	27,894.32	25,910.77	353.30	281.10	10,952.14	10,194.41
Nov-14	340.00	306.65	28,822.37	27,739.56	339.85	307.25	11,303.65	10,955.32
Dec-14	335.00	291.70	28,809.64	26,469.42	338.00	292.55	11,272.28	10,571.25
Jan-15	310.90	280.00	29,844.16	26,776.12	311.00	279.30	11,787.53	10,666.38
Feb-15	301.65	265.00	29,560.32	28,044.49	302.40	266.60	11,714.65	11,227.70
Mar-15	294.00	255.00	30,024.74	27,248.45	294.00	255.00	11,856.58	11,004.63

## Annexure B

### DISTRIBUTION OF HOLDINGS AS ON MARCH 31, 2015

No. of equity shares held	No. of Shares	%	No. of Shareholders	%
1 - 5000	1,98,89,853	6.83	54,787	98.42
5001 - 10000	29,57,094	1.02	413	0.74
10001 - 20000	25,03,547	0.86	172	0.31
20001 - 30000	17,19,081	0.59	69	0.13
30001 - 40000	11,94,400	0.40	35	0.06
40001 - 50000	10,42,387	0.36	23	0.04
50001 - 100000	36,00,420	1.24	52	0.09
100001 & ABOVE	25,83,43,575	88.70	117	0.21
<b>Total</b>	<b>29,12,50,357</b>	<b>100.00</b>	<b>55,668</b>	<b>100.00</b>
<b>Physical Mode</b>	<b>1,04,12,329</b>	<b>3.58</b>	<b>21,117</b>	<b>37.93</b>
<b>Demat Mode</b>	<b>28,08,38,028</b>	<b>96.42</b>	<b>34,551</b>	<b>62.07</b>



## SHAREHOLDING PATTERN AS ON MARCH 31, 2015

Category	No. of Shares	Percentage
Promoters	18,07,20,087	62.05
Mutual Funds	1,61,03,001	5.53
Banks, Financial Institutions & Insurance Company	39,21,464	1.35
Foreign Institutional Investor	1,96,06,908	6.73
Private Bodies Corporates	2,63,88,092	9.06
Indian Public	3,50,68,464	12.04
Non Resident Indians	44,14,992	1.52
Foreign Nationals	70,460	0.02
Foreign Bank	1,840	0.00
Overseas Corporate Bodies	48,20,812	1.66
Trusts	71,382	0.02
Clearing Members	62,855	0.02
<b>Total</b>	<b>29,12,50,357</b>	<b>100.00</b>

## Certificate of compliance from Auditors as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India

### Certificate

To the Members of Coromandel International Limited

We have examined the compliance of conditions of Corporate Governance by Coromandel International Limited ("the Company") for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants  
(Registration No. 008072S)



**Ganesh Balakrishnan**

Partner  
(Membership No.201193)

Secunderabad, 30<sup>th</sup> April, 2015

## Declaration on Code of Conduct

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2015 as envisaged in Clause 49 of the Listing Agreement with Stock Exchanges.



**V Ravichandran**  
Vice Chairman

Place: Secunderabad  
Dated: April 30, 2015

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Coromandel International Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Coromandel International Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *(not applicable during the audit period)*
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable during the audit period)*
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(not applicable during the audit period)*
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(not applicable during the audit period)*
- (vi) Other applicable laws, including the following:
 

(a) Factories Act, 1948	(e) Maternity Benefit Act, 1961
(b) Payment of Gratuity Act, 1972	(f) Minimum Wages Act, 1948
(c) Employees Provident Fund and Miscellaneous Provisions Act, 1952	(g) Payment of Bonus Act, 1972
(d) Employees State Insurance Act, 1948	(h) Payment of Wages Act, 1936



- |  |                                    |
|--|------------------------------------|
| (i) Industrial Dispute Act, 1947                           | (m) Income-tax Act, 1961           |
| (j) Environment (Protection) Act, 1986                     | (n) Indian Stamp Act, 1899         |
| (k) Hazardous Wastes (Management and Handling) Rules, 1989 | (o) Insecticides Act, 1968         |
| (l) Competition Act, 2002                                  | (p) Fertiliser Control Order, 1985 |

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, to the extent applicable under the Companies Act, 2013
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange and Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that -

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period –

- (a) the following Schemes of Arrangement have become effective consequent to the approval of the Schemes by the respective High Courts and filing of the Court Orders with the concerned Registrar of Companies.
  - (i) Scheme of Arrangement for amalgamation of Liberty Phosphate Limited and Liberty Urvarak Limited with the Company, as approved by the Hon'ble High Court of Andhra Pradesh and the Hon'ble High Court of Gujarat.
  - (ii) Scheme of Arrangement for amalgamation of Sabero Organics Gujarat Limited, as approved by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh and the Hon'ble High Court of Gujarat.
- (b) the shareholders have approved a special resolution under Section 180 of the Act, authorising the Board of Directors to borrow monies (apart from temporary loans obtained from Company's bankers in the ordinary course of business) which shall not exceed a sum of ₹1,500 crore at any one time, over and above the paid up capital and free reserves of the Company.

Sd/-

Tumuluru Krishna Murty  
Proprietor

**Tumuluru & Co.**

*Practicing Company Secretary*

Membership No.FCS 142

Certificate of Practice No.1293

Place : Hyderabad  
Date : April 30, 2015

This report is to be read with our letter of even date which is annexed as Enclosure - A and forms an integral part of this report.

To  
The Members  
Coromandel International Limited  
'Coromandel House'  
1-2-10 Sardar Patel Road  
Secunderabad 500 003

**Our report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Hyderabad  
Date : April 30, 2015

Sd/-  
Tumuluru Krishna Murty  
Proprietor  
**Tumuluru & Co.**  
*Practicing Company Secretary*  
Membership No.FCS 142  
Certificate of Practice No.1293



**CONSERVATION OF ENERGY,  
TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

**A. Conservation of Energy**

With continued focus on energy conservation, the following initiatives were undertaken by the Company during the year 2014-15 at different plants which led to operational improvement and yielded considerable energy savings during the year.

- a. The Company has eliminated use of Natural Gas at its Kakinada Plant, for drying of product, by utilization of chemical reaction energy in place of Natural Gas combustion in the production process. At its Ennore Plant, modifications were made to the chute system which resulted in elimination of 4 Conveyors and saving in energy consumption. At the Vizag Plant, modifications were made to the existing 5 MW Captive Power Plant to extract steam, which resulted in generation of additional power.
- b. Continuous Energy Efficiency Measures were adopted throughout the year such as installation of Energy Efficient LT Motors, Energy Efficient Lighting system, Variable Frequency Drives (VFDs) and Energy Saver for lighting systems across various Plants of the Company.
- c. Details of Capital Investment made by the Company on Energy Conservation measures at its various Plants are as follows:

Location	Measure Undertaken	Investment Amount (₹ in Lakhs)
Ennore	Energy efficient lighting system	5.00
Ennore	Installation of VFD	35.45
Vizag	Translucent Roofing sheets	20.00
Vizag	Installation of KV circuit breakers	125.00
Vizag	Installation of 8380 square meter hot insulation and aluminium cladding	104.00

**B. Technology Absorption**

1. Developed in-house technology to reduce product temperature by adopting Innovative approach, without increasing the equipment capacity or energy consumption, resulting in improvement of product quality.
2. Modifications were made to the existing furnace system at Ennore for usage of bio furnace oil in place of petro furnace oil.
3. Three Load Cell Technology was installed in the Bagging Plant at Kakinada for better accuracy of weighment of bagged Product.

**Research and Development (R&D)**

During the year 2014-15, the Company has set up a new R & D unit at ICICI Knowledge Park, Hyderabad for research into agro chemicals. Consequent to the merger of Sabero Organics Gujarat Limited (Sabero), with the Company, the in-house R & D Centre of Sabero situated at Sarigam has been added to the R & D Centres of the Company and continues to pursue research work undertaken by it. With this addition, the Company has four in-house R&D centres operating at Visakhapatnam, Ankleshwar, Hyderabad and Sarigam.

**Expenditure on R&D**

₹ in Lakhs

	2014-15	2013-14
Revenue Expenditure	631	419
Capital Expenditure	386	111
<b>Total</b>	<b>1017</b>	<b>530</b>

**C. Foreign Exchange Earnings and Outgo**

₹ in Lakhs

	2014-15	2013-14
Foreign Exchange Earned	57,084	13,988
Foreign Exchange Outgo	750,958	589,217



## DISCLOSURES ON EMPLOYEE STOCK OPTION SCHEME

Nature of Disclosure	Particulars	
a. Options granted	No Options were granted during the year. The total options granted upto date is 75,72,000. Each Option gives the grantee a right to subscribe to one equity share of ₹1/ each of the Company	
b. Options vested	49,52,178	
c. Options exercised	35,73,058	
d. The total no. of shares arising as a result of exercise of Option	35,73,058	
e. Options lapsed/surrendered	3,11,072	
f. Options cancelled	25,47,702	
g. Exercise Price	<b>Date of Grant</b>	<b>Exercise Price (₹)</b>
	31-08-2007	44.58
	22-01-2008	56.08
	22-04-2008	67.88
	22-07-2008	59.95
	22-10-2008	62.75
	18-03-2009	45.10
	19-10-2010	317.30
	12-01-2011	287.50
	21-07-2011	334.35
	18-10-2011	315.00
h. Variation of terms of Option	Vesting schedule has been varied in certain cases. The exercise period for the all the options vested in the 2 <sup>nd</sup> , 3 <sup>rd</sup> and 4 <sup>th</sup> year has been extended from 3 years to 6 years.	
i. Money realised by exercise of Options	₹ 1958.78 Lakhs	
j. Total no. of Options in force	11,40,168	
k. (i) Details of Options granted to Senior Management Personnel	<b>Name and Designation</b>	<b>No of Options granted</b>
	Mr Arun Leslie George <i>Executive Vice President &amp; Head - Business (SSP)</i>	2,70,400
	Mr P Gopalakrishna <i>Executive Vice President - Specility Nutrients &amp; Business Development</i>	2,70,400
	Mr S Govindarajan <i>Executive Vice President &amp; Head of Commercial</i>	2,70,400
	Mr Kapil Mehan <i>Managing Director Resigned w.e.f. February 13, 2015</i>	9,46,000
	Mr S Sankarasubramanian <i>Executive Vice President &amp; Chief Financial Officer</i>	1,37,200
	Mr G Veerabhadram <i>President - Crop Protection</i>	2,70,400
	Mr P Varadarajan <i>Vice President-Legal &amp; Company Secretary</i>	95,000



**Annexure J (Contd...)**

Nature of Disclosure	Particulars														
(ii) Any other employee who received a grant in any one year of Option amounting to 5% or more of Options granted during the year  <i>Note: Excludes Employees resigned/retired</i>	<table> <tr><td>Mr C Sitaram</td><td>1,44,000</td></tr> <tr><td>Mr K Sankaranarayanamoorthy</td><td>1,44,000</td></tr> <tr><td>Mr Manoj K Agarwal</td><td>91,400</td></tr> <tr><td>Mr Parvez Sheikh</td><td>80,000</td></tr> <tr><td>Mr K Muruganandham</td><td>96,400</td></tr> <tr><td>Mr M Ravindra Rao</td><td>72,000</td></tr> <tr><td>Mr Hari Shankar</td><td>72,000</td></tr> </table>	Mr C Sitaram	1,44,000	Mr K Sankaranarayanamoorthy	1,44,000	Mr Manoj K Agarwal	91,400	Mr Parvez Sheikh	80,000	Mr K Muruganandham	96,400	Mr M Ravindra Rao	72,000	Mr Hari Shankar	72,000
Mr C Sitaram	1,44,000														
Mr K Sankaranarayanamoorthy	1,44,000														
Mr Manoj K Agarwal	91,400														
Mr Parvez Sheikh	80,000														
Mr K Muruganandham	96,400														
Mr M Ravindra Rao	72,000														
Mr Hari Shankar	72,000														
(iii) Employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital of the company at the time of grant.	None														
l. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of Option calculated in accordance with Accounting Standard AS-20.	₹ 13.82 per share														
m. (i) Method of calculation of employee compensation cost  (ii) Difference between the compensation cost using the intrinsic value of the stock Options (which is the method of accounting used by the company) and the compensation cost that would have been recognized in the accounts if the fair value of Options had been used as the method of accounting  (iii) Impact of the difference mentioned in (ii) above on the profits of the company  (iv) Impact of the difference mentioned in (ii) above on the EPS of the company	<p>The employee compensation cost has been calculated using the intrinsic value method of accounting to account for Options issued under the ESOP Scheme 2007. The stock based compensation cost as per the intrinsic value method for the financial year 2014-15 is Nil.</p> <p>₹ 84 lakhs</p> <table> <tr> <th data-bbox="759 1100 1310 1137"><b>Net Income</b></th><th data-bbox="1315 1100 1449 1137"><b>₹ in lakhs</b></th></tr> <tr> <td>As reported</td><td>40314</td></tr> <tr> <td>Less: fair value compensation cost (Black Scholes model)</td><td>84</td></tr> <tr> <td></td><td>40230</td></tr> <tr> <th data-bbox="759 1251 1059 1288"><b>Basic (₹)</b></th><th data-bbox="1064 1251 1449 1288"><b>Diluted (₹)</b></th></tr> <tr> <td>As reported</td><td>13.85</td></tr> <tr> <td>As Adjusted</td><td>13.82</td></tr> </table>	<b>Net Income</b>	<b>₹ in lakhs</b>	As reported	40314	Less: fair value compensation cost (Black Scholes model)	84		40230	<b>Basic (₹)</b>	<b>Diluted (₹)</b>	As reported	13.85	As Adjusted	13.82
<b>Net Income</b>	<b>₹ in lakhs</b>														
As reported	40314														
Less: fair value compensation cost (Black Scholes model)	84														
	40230														
<b>Basic (₹)</b>	<b>Diluted (₹)</b>														
As reported	13.85														
As Adjusted	13.82														
n. (i) Weighted Average exercise price of Options	₹ 174.96 per equity share														
(ii) Weighted average fair value of Options	₹ 148.58 per equity share														
o. (i) Method used to estimate the fair value of Options (ii) Significant assumptions used (weighted average information relating to all grants):- (a) Risk-free interest rate (b) Expected life of the Option (c) Expected volatility (d) Expected dividend yields	Black Scholes Model  8.0% 4-6 years 0.39 – 0.47 700%														

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## STANDALONE FINANCIAL STATEMENTS

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# INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF COROMANDEL INTERNATIONAL LIMITED

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **COROMANDEL INTERNATIONAL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud

or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2015, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31 March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of all pending litigations on its financial position in its financial statements in accordance with the generally accepted accounting practice – also refer Note 29 (b) and Note 39 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Deloitte Haskins & Sells  
Chartered Accountants  
(Firm's Registration No.008072S)



(Ganesh Balakrishnan)  
(Partner)

**SECUNDERABAD**, 30 April 2015 (Membership No. 201193)

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## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (i) Having regard to the nature of the Company's business/ activities/ results during the year, clause (viii) of paragraph 3 of the Order are not applicable to the Company.
- (ii) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (iii) In respect of its inventories:
  - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(iv) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans:

- (a) Having regard to the rollover of the loans, receipts of principal amounts and interest have been regular/ as per stipulations.
- (b) There is no overdue amount in excess of ₹ 1 lakh remaining outstanding as at the year-end.

(v) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services and during the course of our audit we have not observed any major weaknesses in such internal control system.

(vi) According to the information and explanations given to us, the Company has not accepted any deposit during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.

(vii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



(viii) According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-

tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31 March, 2015 for a period of more than six months from the date they became payable.

- (c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31 March, 2015 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the Amount relates	Amount involved (₹ in Lakhs)
The Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	1993-1994, 2005-06 to 2008-09	166
		Commissioner of Income Tax (Appeals)	2004-2005, 2005-06, 2007-2008 to 2011-2012	672
West Bengal Sales Tax Act, 1994	Sales tax	Assistant Commissioner (Appeals)	2002-2003	4
		Sales Tax Appellate Tribunal	2008-2009	14
		Senior Joint Commissioner Commercial	2012-2013	1019
Andhra Pradesh General Sales Tax Act, 1957	Sales tax	Additional Commissioner Legal	1995-1996 to 1997-1998	27
		Sales Tax Appellate Tribunal	2000-2001 to 2003-2004 and 2005-2006	70
		Additional Deputy Commissioner	2010-2011	7
Uttar Pradesh Value Added Tax Act, 2008	Sales tax	Sales Tax Appellate Tribunal	2005-2006 to 2007-2008	1
		Additional Commissioner (Appeals)	2008-2009	111
Maharashtra Value Added Tax Act, 2002	Sales tax	Joint Commissioner	2006-2007	18
Electricity Supply Act, 1948	Electricity Cess	High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh	2003-2012	158
Central Excise Act, 1944	Excise duty	High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh	2003-2004	241
		High Court of Judicature at Madras	2001-2003	7



Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the Amount relates	Amount involved (₹ in Lakhs)
		CESTAT	1998-2000, 2001-2002, 2002-2003, 2004-2005 to 2009-2010, March 2011 to January 2012, February 2012 to September 2012 and July 2012 to February 2013	7247
		Commissioner (Appeals)	2004 - 2005	3
The Customs Act, 1962	Customs duty	CESTAT	1998-1999	11
		Commissioner of Customs (Appeals)	2009-2010	23
			2007-2008	28
			2005-2006 to 2010-2011	344
The Finance Act, 1994	Service tax	Commissioner (Appeals)	2008-2009 to 2010-2011	26
		CESTAT	May 2011 to January 2014	122
		High Court of Judicature at Madras	2003-2004	2

(d) The Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.

(ix) In our opinion and according to the information and explanations given to us, having regard to the rollover of buyer's credit by banks, the Company has not defaulted in the repayment of dues to financial institutions and banks. The Company has not issued any debentures.

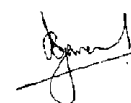
(x) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks and financial institutions are not, *prima facie*, prejudicial to the interests of the Company.

(xi) In our opinion and according to the information and explanations given to us, the term loans have been applied

by the Company during the year for the purposes for which they were obtained.

(xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Deloitte Haskins & Sells  
Chartered Accountants  
(Firm's Registration No.008072S)



(Ganesh Balakrishnan)  
(Partner)

SECUNDERABAD, 30 April, 2015

(Membership No. 201193)



# BALANCE SHEET

as at 31 March 2015

(₹ in Lakhs)

	Note	As at 31 March 2015	As at 31 March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share capital	1	2913	2832
(b) Share capital suspense	1A	-	26
(c) Reserves and surplus	2	213540	220474
		<b>216453</b>	<b>223332</b>
<b>2. Non-current liabilities</b>			
(a) Long-term borrowings	3	6681	23132
(b) Deferred tax liabilities (net)	4	18740	18686
(c) Other long-term liabilities	5	3001	3009
(d) Long-term provisions	6	1678	1711
		<b>30100</b>	<b>46538</b>
<b>3. Current liabilities</b>			
(a) Short-term borrowings	7	203340	116174
(b) Trade payables	8	307968	257242
(c) Other current liabilities	9	62389	45488
(d) Short-term provisions	10	10606	17459
		<b>584303</b>	<b>436363</b>
<b>TOTAL</b>		<b>830856</b>	<b>706233</b>
<b>II. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	11(a)	135837	120619
(ii) Intangible assets	11(b)	691	492
(iii) Capital work-in-progress		3855	2692
(iv) Intangible assets under development		789	-
		<b>141172</b>	<b>123803</b>
(b) Non-current investments	12	35202	74383
(c) Long-term loans and advances	13	6825	5768
		<b>183199</b>	<b>203954</b>
<b>2. Current assets</b>			
(a) Current investments	14	19	18
(b) Inventories	15	225235	167140
(c) Trade receivables	16	143668	129414
(d) Cash and bank balances	17	29616	45703
(e) Short-term loans and advances	18	248779	158605
(f) Other current assets	19	340	1399
		<b>647657</b>	<b>502279</b>
<b>TOTAL</b>		<b>830856</b>	<b>706233</b>

See accompanying notes forming part of the financial statements

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants



Ganesh Balakrishnan

Partner

Place : Secunderabad

Date : 30 April 2015

For and on behalf of the Board of Directors



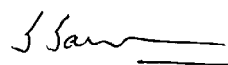
V. Ravichandran

Vice Chairman



A. Vellayan

Chairman



S. Sankarasubramanian

Chief Financial Officer



P. Varadarajan

Company Secretary

# STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2015

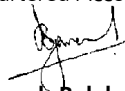
(₹ in Lakhs)

	Note	For the year ended 31 March 2015	For the year ended 31 March 2014
<b>I. Revenue</b>			
Revenue from operations			
Sales (gross)		823107	660190
Less: Excise duty		17037	12264
Sales (net)	35 (c)	806070	647926
Government subsidies		316577	285943
Other operating revenue	20	5879	4183
		1128526	938052
Other income	21	5560	6137
<b>Total revenue</b>		<b>1134086</b>	<b>944189</b>
<b>II. Expenses</b>			
Cost of materials consumed	35 (a)	709700	594755
Purchases of stock-in-trade	35 (b)	191623	122922
Changes in inventories of finished goods, work-in-process and stock-in-trade	22	(40756)	(12395)
Employee benefits expense	23	27548	24376
Finance costs	24	20932	21096
Depreciation and amortisation expense	11(a)/11(b)	10331	8203
Other expenses	25	155070	134533
<b>Total expenses</b>		<b>1074448</b>	<b>893490</b>
<b>III. Profit before exceptional items and tax (I - II)</b>		<b>59638</b>	<b>50699</b>
<b>IV. Exceptional item</b>	39	394	1261
<b>V. Profit before tax (III - IV)</b>		<b>59244</b>	<b>49438</b>
<b>VI. Tax expense:</b>			
Current tax		18692	15390
Deferred tax		238	(437)
		18930	14953
<b>VII. Profit for the year (V - VI)</b>		<b>40314</b>	<b>34485</b>
Earnings per equity share of ₹ 1/- each	28		
Basic ₹		13.85	12.05
Diluted ₹		13.82	12.03
See accompanying notes forming part of the financial statements			

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants



Ganesh Balakrishnan

Partner

Place : Secunderabad

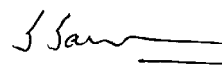
Date : 30 April 2015

For and on behalf of the Board of Directors



V. Ravichandran

Vice Chairman




S. Sankarasubramanian

Chief Financial Officer



A. Vellayan

Chairman



P. Varadarajan

Company Secretary



# CASH FLOW STATEMENT

for the year ended 31 March 2015

(₹ in Lakhs)

	For the year ended 31 March 2015	For the year ended 31 March 2014
<b>Cash flow from operating activities</b>		
<b>Profit before tax</b>	<b>59244</b>	<b>49438</b>
Adjustments for:		
Exceptional item	394	1261
Depreciation and amortisation expense	10331	8203
Loss on sale/ scrap of fixed assets	274	241
Exchange differences (net)	9771	9210
Provision for doubtful trade receivables and other liabilities no longer required, written back	(117)	(534)
Provision for doubtful trade and other receivables, loans and advances	1357	515
Trade and other receivables written off	-	17
Provision for employee benefits	130	64
Finance costs	20932	21096
Interest income	(4814)	(5503)
Dividend income	(118)	(459)
<b>Operating profit before working capital changes</b>	<b>97384</b>	<b>83549</b>
<i>Changes in working capital:</i>		
Trade payables	34121	39491
Other current liabilities	4833	(2889)
Other long-term liabilities	(8)	(18)
Trade receivables	4096	37987
Inventories	(50333)	(28660)
Long-term loans and advances	439	(42)
Short-term loans and advances	(69561)	25279
Balances in margin money/ deposit accounts	1629	859
<b>Cash generated from operations</b>	<b>22600</b>	<b>155556</b>
Direct taxes paid (net of refunds)	(14079)	(10379)
<b>Net cash flow from operating activities (A)</b>	<b>8521</b>	<b>145177</b>
<b>Cash flows from investing activities</b>		
Purchase of fixed assets, including capital work-in-progress and capital advances	(9261)	(8288)
Proceeds from sale of fixed assets	262	54
Investment in subsidiaries/ joint ventures	(500)	(3994)
Amount transferred (to)/from Escrow accounts	204	-
Purchase of non-current investments*	(184)	(7638)
Share application money paid	(11)	-
Acquisition of business undertaking	-	(1163)
Inter-corporate deposits/ loans given	(49505)	(75255)
Inter-corporate deposits matured/ loans received	31000	87662
Purchase of current investments - mutual fund units	(86700)	(269000)
Proceeds from sale of current investments - mutual fund units	86700	269000
Interest received	5887	5339
Dividend received from current and non-current investments	118	459
<b>Net cash used in investing activities (B)</b>	<b>(21990)</b>	<b>(2824)</b>
*net of ₹ Nil (2014: ₹ 3493 lakhs) realised		

# CASH FLOW STATEMENT

(Contd.)

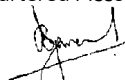
(₹ in Lakhs)

	For the year ended 31 March 2015	For the year ended 31 March 2014
<b>Cash flow from financing activities</b>		
Proceeds from issue of equity shares on exercise of employee stock options	326	57
Redemption of preference shares	-	(500)
Proceeds from long-term borrowings	-	-
Redemption of bonus debentures	-	(42423)
Repayment of long-term borrowings	(19131)	(3724)
Increase/ (decrease) in short-term borrowings	55798	(50748)
Amounts transferred to earmarked dividend account	(5825)	-
Dividend paid and tax thereon	(16254)	(15111)
Interest and other borrowing costs paid	(21565)	(23563)
<b>Net cash used in financing activities (C)</b>	<b>(6651)</b>	<b>(136012)</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A + B + C)</b>	<b>(20120)</b>	<b>6341</b>
Cash and cash equivalents at the beginning of the year	39597	32753
Add: Cash and cash equivalents acquired on Amalgamation (Refer Note 26)*	34	503
<b>Cash and cash equivalents at the end of the year</b>	<b>19511</b>	<b>39597</b>
*excluding balances in earmarked accounts ₹ 61 lakhs (2014: ₹ 2452 lakhs) taken over		
Notes:		
1. Cash Flow Statement has been prepared under the Indirect method as set out in the Accounting Standard 3 on Cash Flow Statements. Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.		
2. Reconciliation of Cash and cash equivalents at the end of the year with Cash and bank balances as per Note 17:		
Cash and bank balances as per Note 17	29616	45703
Less: Balances in earmarked accounts		
– Dividend accounts	7335	1388
– Bonus debenture redemption and interest accounts	726	896
– Escrow account	2021	2225
– Margin money/ deposit accounts	23	1597
Cash and cash equivalents at the end of the year	<b>19511</b>	<b>39597</b>
<b>See accompanying notes forming part of the financial statements</b>		

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants



**Ganesh Balakrishnan**

Partner

Place : Secunderabad

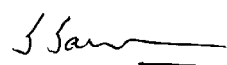
Date : 30 April 2015

For and on behalf of the Board of Directors



**V. Ravichandran**

Vice Chairman



**S. Sankarasubramanian**

Chief Financial Officer



**A. Vellayan**

Chairman



**P. Varadarajan**

Company Secretary



# NOTES

## forming part of the financial statements

### Note 1: Share capital

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
<b>Authorised</b>		
35,00,00,000 (2014: 35,00,00,000) equity shares of ₹ 1/- each	3500	3500
50,00,000 (2014: 50,00,000) Cumulative redeemable preference shares of ₹ 10/- each	500	500
<b>Total</b>	<b>4000</b>	<b>4000</b>
<b>Issued, subscribed and fully paid up</b>		
29,12,50,357 (2014: 28,31,81,822) equity shares of ₹ 1/- each	2913	2832

#### Notes:

#### (i) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the year:

##### (a) Equity shares:

	Year ended 31 March 2015		Year ended 31 March 2014	
	Number	₹ in lakhs	Number	₹ in lakhs
Per last Balance Sheet	283181822	2832	283057818	2831
Add: Equity shares allotted pursuant to exercise of stock options/ on amalgamation of subsidiary*	8068535	81	124004	1
Balance at the end of the year	291250357	2913	283181822	2832

\* for the current year, 1,85,132 equity shares allotted pursuant to exercise of stock options and in respect of 78,83,403 refer note (v) below

##### (b) Preference shares:

	Year ended 31 March 2015		Year ended 31 March 2014	
	Number	₹ in lakhs	Number	₹ in lakhs
Per last Balance Sheet	-	-	-	-
Add: On Amalgamation	-	-	5000000	500
Less: Redeemed during the year	-	-	5000000	500
Balance at the end of the year	-	-	-	-

#### (ii) Rights, preferences and restrictions relating to each class of share capital:

**Equity shares:** The Company has one class of equity shares having a face value of ₹ 1/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

**Cumulative redeemable preference shares:** The Company has a class of cumulative redeemable preference shares having face value of ₹ 10/- each with such rights, privileges and conditions respectively attached thereto as may be from time to time confirmed by the regulations of the Company. Pursuant to the Scheme of Amalgamation, the cumulative redeemable preference shares carry cumulative dividend of 8% per annum in relation to capital paid upon them and are on original terms and conditions in which they were issued by erstwhile Liberty Phosphate Limited, the amalgamating company.

(iii) As at 31 March 2015, E.I.D Parry (India) Limited (Holding Company) held 17,71,55,580 (2014: 17,71,55,580) equity shares of ₹ 1/- each fully paid-up representing 60.83% (2014: 62.56%) of the paid-up capital. There are no other shareholders holding more than 5% of the issued capital.

(iv) As at 31 March 2015, shares reserved for issue under the 'ESOP 2007' scheme is 92,12,918 (2014: 93,98,050) equity shares of ₹ 1/- each (refer Note 27).

#### (v) Details of bonus shares issued, shares issued for consideration other than cash during the period of five years immediately preceeding the reporting date:

During the year ended 31 March 2015:

(a) 25,74,193 equity shares of ₹ 1/- each fully paid-up were allotted to the shareholders of erstwhile Liberty Phosphate Limited (LPL) in the proportion of 7 equity shares of ₹ 1/- each in the Company for every 8 equity shares of ₹ 10/- each held in LPL pursuant to the Scheme of Amalgamation between LPL and the Company.

(b) 53,09,210 equity shares of ₹ 1/- each fully paid-up were allotted to the shareholders of erstwhile Sabero Organics Gujarat Limited (Sabero) in the proportion of 5 equity shares of ₹ 1/- each in the Company for every 8 equity shares of ₹ 10/- each held in Sabero pursuant to the Scheme of Amalgamation between Sabero and the Company (Refer Note 26).



# NOTES (Contd.)

## Note 1A: Share capital suspense

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
Nil (2014: 25,74,193) equity shares of ₹ 1/- each fully paid-up to be issued to the members of erstwhile Liberty Phosphate Limited (LPL) pursuant to the Amalgamation of LPL with the Company	-	26

## Note 2: Reserves and surplus

<b>(i) Capital reserve (on Amalgamation)</b>		
Per last Balance Sheet	-	13565
Less: Utilised during the year	-	13565
	-	-
<b>(ii) Capital reserve</b>		
Per last Balance Sheet	19	19
Add: On amalgamation (Refer Note 26)	16	-
	<b>35</b>	<b>19</b>
<b>(iii) Capital redemption reserve</b>		
Per last Balance Sheet	986	486
Add: Transfer from general reserve	-	500
	<b>986</b>	<b>986</b>
<b>(iv) Securities premium account</b>		
Per last Balance Sheet	8860	7549
Add: On amalgamation (Refer Note 26)	1371	1255
Received on exercise of employee stock options	324	56
	<b>10555</b>	<b>8860</b>
<b>(v) Debenture redemption reserve</b>		
Per last Balance Sheet	-	2553
Less: Transferred to surplus in Statement of Profit and Loss	-	2553
	-	-
<b>(vi) Central subsidy</b>		
Per last Balance Sheet	<b>11</b>	<b>11</b>
<b>(vii) General reserve</b>		
Per last Balance Sheet	146559	140496
Add: Transferred from surplus in Statement of Profit and Loss	30000	25000
Less: Utilised during the year for:		
Adjusted on amalgamation (net) (Refer Note 26)	36219	18437
Transfer to capital redemption reserve	-	500
	<b>140340</b>	<b>146559</b>
<b>(viii) Surplus in Statement of Profit and Loss</b>		
Per last Balance Sheet	64054	50066
Add: Profit for the year	40314	34485
On amalgamation (Refer Note 26)	3742	17039
Transferred from debenture redemption reserve	-	2553
Less: Transferred to general reserve	30000	25000
Depreciation on transition to Schedule II of the Companies Act, 2013 (net of deferred tax) Refer Note 50(d)	729	-
Interim dividend	5825	-
Dividend on preference shares	-	38
Proposed final dividend	7281	12859
Dividend distribution tax	2647	2192
	<b>61628</b>	<b>64054</b>
<b>(i)+(ii)+(iii)+(iv)+(v)+(vi)+(vii)+(viii)</b>	<b>213555</b>	<b>220489</b>
Less: Amalgamation adjustment account	(15)	(15)
	<b>213540</b>	<b>220474</b>



# NOTES (Contd.)

## Note 3: Long-term borrowings

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
<b>Secured</b>		
<b>Term Loans</b>		
Banks	6109	23005
Others	572	-
<b>Unsecured</b>		
Loan from a related party - subsidiary	-	127
	<b>6681</b>	<b>23132</b>

### Notes:

The term loans from banks primarily comprise of External Commercial Borrowings (ECB) secured by paripassu charge on fixed assets of Visakhapatnam and Kakinada plants. These ECBs carry interest rates with spread ranging 155 bps to 215 bps over 3 months LIBOR, are repayable over the next three years and have been fully hedged for exchange and interest rates. Certain ECBs amounting to ₹ 728 lakhs taken over from erstwhile Sabero are secured by way of first pari passu charge on the entire fixed assets and second pari passu charge on the entire current assets of Sarigam and Dahej plants of the Company. These ECB carry interest rates with spread of 300bps over 6 months LIBOR and are repayable in the next year.

Foreign currency term loan (FCTL) and rupee term loan from a financial institution amounting ₹ 1334 lakhs (including current maturities) which are taken over from erstwhile Sabero are secured by way of first pari passu charge on the entire fixed assets and second pari passu charge on the entire current assets of Sarigam and Dahej plants of the Company. Rupee term loan carries interest of 11% and is repayable over the next two years and the FCTL carry interest rates with spread of 450 bps over 6 months LIBOR and is repayable over the next two years.

## Note 4: Deferred tax liabilities (net)

Deferred tax liability:		
On account of depreciation	22012	21345
Deferred tax asset:		
On employees separation and retirement costs	854	681
On provision for doubtful trade and other receivables, loans and advances	1568	950
On statutory dues allowable on payment basis	423	422
Other timing differences	427	606
	3272	2659
<b>Deferred tax liabilities (net)*</b>	<b>18740</b>	<b>18686</b>

\* As at 31 March 2015, after adjusting ₹ 375 lakhs to opening Surplus in Statement of Profit and Loss on account of transitional provisions of Schedule II of 2013 Act. Refer Note 50(d)

## Note 5: Other long-term liabilities

Security deposits	3001	3009
	3001	3009

## Note 6: Long-term provisions

Gratuity	109	197
Compensated absences	1098	1061
Other employee benefits	471	453
	<b>1678</b>	<b>1711</b>

# NOTES (Contd.)

## Note 7: Short-term borrowings

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
Loans repayable on demand from banks		
Secured	73654	55908
Unsecured	99686	51930
Short-term loans from banks		
Unsecured	30000	8336
	<b>203340</b>	<b>116174</b>

### Notes:

- Secured short-term borrowings comprises cash credit balances secured by a pari-passu charge on stocks of raw materials, work-in-process, finished goods, stores and spare parts and book debts including subsidy receivable of the Company. Further, certain short-term borrowings taken over from erstwhile Sabero are secured by first pari-passu charge on certain movable and immovable assets of the Company; certain cash credit loans are further secured by way of second pari-passu charge on certain movable fixed assets of the Company.
- Unsecured loans repayable on demand comprises of buyers credit denominated in foreign currency and unsecured short-term loans from bank comprise of commercial paper.

## Note 8: Trade payables

[Refer Note 50(a) for details of dues to micro and small enterprises]

Acceptances	175847	122909
Other than acceptances	132121	134333
	<b>307968</b>	<b>257242</b>

## Note 9: Other current liabilities

Current maturities of long-term debt (Refer Note (i) below)	18172	12462
Interest accrued but not due on borrowings	160	691
Interest accrued but not due on others	2277	1943
Advances from customers	3738	2477
Unclaimed dividends (Refer Note (iii) below)	1510	1388
Unclaimed bonus debentures and interest (Refer Note (iii) below)	726	852
Interim dividend payable	5825	-
Security and trade deposits received	9441	8562
Payables on purchase of fixed assets	1694	1623
Other liabilities (including statutory remittances) (Refer Note (ii) below)	18846	15490
	<b>62389</b>	<b>45488</b>

### Notes:

- Refer Note 3 - Long-term borrowings for details of security.
- Other liabilities also include indemnity amounts aggregating ₹ 2021 lakhs (2014: ₹ 2225 lakhs) held back in accordance with the share purchase agreements in respect of acquisitions and other amounts payable on contractual terms ₹ 11538 lakhs (2014: ₹ 10199 lakhs)
- There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

## Note 10: Short-term provisions

Employee benefits	669	481
Current tax (net of advance tax)	1174	1889
Proposed final dividend on equity shares	7281	12859
Proposed dividend on cumulative redeemable preference shares	-	38
Tax on proposed dividend	1482	2192
	<b>10606</b>	<b>17459</b>



# NOTES (Contd.)

## Note 11(a): Tangible assets

Description	COST or VALUATION			DEPRECIATION / AMORTISATION			NET BOOK VALUE	
	As at 1 April 2014	Amalgamation (Refer Note c below)	Additions Deductions/ Adjustments	Upto 1 April 2014	For the year (Refer Note c below)	On Deductions/ Adjustments (Refer Note b below)	As at 31 March 2015	As at 31 March 2014
Land								
- Freehold	26678	7	8	-	-	-	26693	26678
- Leasehold	2681	649	12	270	31	44	2997	2411
Buildings	18639	4578	1827	3737	942	735	19601	14902
Roads	1661	-	75	270	-	247	731	1391
Railway siding	2626	-	244	499	-	178	2189	2127
Plant and equipment								
- Research and development	852	24	296	246	8	74	844	606
- Others	130026	19471	7908	60043	8294	7999	80361	69983
Office equipment								
- Research and development	7	-	11	6	-	1	11	1
- Others	3837	281	525	2829	178	454	980	1008
Furniture and fixtures								
- Research and development	26	-	55	11	-	14	56	15
- Others	3307	14	114	2514	1	153	622	793
Vehicles								
- Research and development	-	-	24	-	-	3	21	0
- Others	2041	50	307	1337	38	228	731	704
<b>Total</b>	<b>192381</b>	<b>25074</b>	<b>11406</b>	<b>71762</b>	<b>9492</b>	<b>10130</b>	<b>135837</b>	<b>120619</b>
<b>Previous year</b>	<b>176047</b>	<b>10091</b>	<b>7621</b>	<b>62423</b>	<b>2308</b>	<b>8114</b>	<b>120619</b>	<b>2692</b>
Capital work-in-progress							3855	

### Notes:

- Lease deed in respect of land admeasuring 9.80 acres taken on lease from Visakhapatnam Port Trust by the erstwhile Godavari Fertilisers and Chemicals Limited is pending execution.
- Adjustment for the year includes depreciation of ₹1104 lakhs on account of transition to Schedule II of 2013 Act adjusted against opening retained earnings. Refer Note 50(c).
- Taken over pursuant to the Scheme of Amalgamation of Sabero Organics Gujarat Limited with the Company. Immovable properties take over pursuant to the Scheme are to be registered in the name of the Company. Refer Note 26.

## Note 11(b): Intangible assets

Description	COST			DEPRECIATION / AMORTISATION			NET BOOK VALUE	
	As at 1 April 2014	Amalgamation (Refer Note c above)	Additions Deductions/ Adjustments	Upto 1 April 2014	For the year (Refer Note c above)	On Deductions/ Adjustments	As at 31 March 2015	As at 31 March 2014
Product registration	-	628	50	-	325	63	388	-
Technical know-how	725	-	-	233	-	91	401	492
Software	-	145	-	-	98	47	-	-
<b>Total</b>	<b>725</b>	<b>773</b>	<b>50</b>	<b>233</b>	<b>423</b>	<b>201</b>	<b>691</b>	<b>492</b>
<b>Previous year</b>	<b>725</b>	<b>-</b>	<b>-</b>	<b>144</b>	<b>-</b>	<b>89</b>	<b>492</b>	<b>-</b>
Intangible assets under development							789	-
<b>Depreciation and amortisation expense for the year</b>							<b>10331</b>	
Previous year							8203	

# NOTES (Contd.)

Previous year: 2013-14

## Note 11(a): Tangible assets

(₹ in Lakhs)

Description	COST or VALUATION				DEPRECIATION / AMORTISATION					NET BOOK VALUE		
	As at 1 April 2013	Amalgamation (Refer Note b below)	Additions	Deductions/ Adjustments	As at 31 March 2014	Upto 1 April 2013	Amalgamation (Refer Note b below)	For the year	On Deductions/ Adjustments	Upto 31 March 2014	As at 31 March 2014	As at 31 March 2013
Land												
– Freehold	25978	380	320	-	26678	-	-	-	-	-	26678	25978
– Leasehold	1297	1384	-	-	2681	214	31	25	-	270	2411	1083
Buildings	14136	3332	1179	8	18639	2730	524	487	4	3737	14902	11406
Roads	1465	-	196	-	1661	243	-	27	-	270	1391	1222
Railway siding	2540	-	93	7	2626	392	-	114	7	499	2127	2148
Plant and equipment												
– Research and development	741	-	111	-	852	155	-	91	-	246	606	586
– Others	121472	4600	5024	1070	130026	53115	1489	6270	831	60043	69983	68357
Office equipment												
– Research and development	7	-	-	-	7	6	-	-	-	6	1	1
– Others	3422	150	344	79	3837	2329	104	467	71	2829	1008	1093
Furniture and fixtures												
– Research and development	26	-	-	-	26	8	-	3	-	11	15	18
– Others	3152	85	100	30	3307	2113	55	374	28	2514	793	1039
Vehicles	1811	160	254	184	2041	1118	105	256	142	1337	704	693
<b>Total</b>	<b>176047</b>	<b>10091</b>	<b>7621</b>	<b>1378</b>	<b>192381</b>	<b>62423</b>	<b>2308</b>	<b>8114</b>	<b>1083</b>	<b>71762</b>	<b>120619</b>	<b>113624</b>
<b>Previous year</b>	<b>139062</b>	<b>-</b>	<b>39610</b>	<b>2625</b>	<b>176047</b>	<b>59022</b>	<b>-</b>	<b>5765</b>	<b>2364</b>	<b>62423</b>	<b>113624</b>	
Capital work-in-progress											2692	2794

### Notes:

- Lease deed in respect of land admeasuring 9.80 acres taken on lease from Visakhapatnam Port Trust by the erstwhile Godavari Fertilisers and Chemicals Limited is pending execution.
- Taken over pursuant to the Scheme of Amalgamation of Liberty Phosphate Limited and Liberty Urvarak Limited with the Company.
- Additions to fixed assets include assets taken over pursuant to acquisition of business undertaking of Tungabhadra Fertilizers and Chemicals Company Limited on slump sale basis.

## Note 11(b): Intangible assets

(₹ in Lakhs)

Description	COST or VALUATION			DEPRECIATION / AMORTISATION				NET BOOK VALUE			
	As at 1 April 2013	Amalgamation (Refer Note b above)	Additions	Deductions/ Adjustments	As at 31 March 2014	Upto 1 April 2013	For the year	On Deductions/ Adjustments	Upto 31 March 2014	As at 31 March 2014	As at 31 March 2013
Technical know-how	725	-	-	-	725	144	-	89	233	492	581
<b>Total</b>	<b>725</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>725</b>	<b>144</b>	<b>-</b>	<b>89</b>	<b>233</b>	<b>492</b>	<b>581</b>
<b>Previous year</b>	<b>725</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>725</b>	<b>55</b>	<b>-</b>	<b>89</b>	<b>144</b>	<b>581</b>	
<b>Depreciation and amortisation expense for the year 2013-14</b>										<b>8203</b>	

# NOTES (Contd.)

## Note 12: Non-current investments

(At cost unless otherwise stated)

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
<b>I. Trade</b>		
<b>A. Subsidiaries - Quoted</b>		
<b>Sabero Organics Gujarat Limited</b>		
Nil (2014: 2,53,56,361) Equity shares of ₹10 each, fully paid-up (Refer Note 26)	-	40715
	-	<b>40715</b>
<b>B. Subsidiaries - Unquoted</b>		
<b>Liberty Pesticides and Fertilisers Limited</b>	113	113
7,50,000 (2014: 7,50,000) Equity shares of ₹10 each, fully paid-up		
<b>Parry Chemicals Limited</b>	1000	1000
1,00,00,000 (2014: 1,00,00,000) Equity shares of ₹10 each, fully paid-up		
<b>CFL Mauritius Limited</b>	10281	10281
2,20,25,000 (2014: 2,20,25,000) Ordinary shares of USD 1 each, fully paid-up		
<b>Sabero Australia Pty Ltd.</b>	30	-
4,147 Equity shares of Australian Dollar 14 each fully paid-up (Refer Note 26)		
<b>Sabero Europe B.V.</b>	8	-
61 Equity shares of Dutch Guilder 453.78 each fully paid-up (Refer Note 26)		
<b>Sabero Argentina S.A.</b>	17	-
161,500 Equity Shares of Argentina Peso 1 each fully paid-up (Refer Note 26)		
<b>Sabero Organics America S.A.</b>	793	-
3,388,057 Equity Shares of Brazilian Real 1 each fully paid-up (Refer Note 26)		
<b>Sabero Organics Mexico S.A. de C.V.</b>	2	-
49,999 Equity shares of Mexican Peso 1 each fully paid-up (Refer Note 26)		
<b>Dare Investments Limited</b>	500	500
50,00,000 (2014: 50,00,000) Equity shares of ₹10 each, fully paid-up		
<b>Coromandel Brasil Limitada , Limited Liability Partnership</b>	466	466
18,315 (2014: 18,315) Quotas of Brazilian Real 100 each, fully paid-up		
	<b>13210</b>	<b>12360</b>
<b>C. Joint venture companies - Unquoted</b>		
<b>Yanmar Coromandel Agrisolutions Private Limited</b>	500	-
50,04,000 equity shares of ₹10 each, fully paid-up		
<b>Coromandel SQM (India) Private Limited</b>	500	500
50,00,000 (2014: 50,00,000) Ordinary shares of ₹10 each, fully paid-up		
<b>Coromandel Getax Phosphates Pte Limited</b>	219	219
5,00,000 (2014: 5,00,000) Ordinary shares of USD 1 each, fully paid-up		
	<b>1219</b>	<b>719</b>
<b>D. Others - Quoted</b>		
<b>Rama Phosphate Limited</b>		
13,719 (2014: 13,719) equity shares of ₹10 each, fully paid-up	10	10
<b>E. Others - Unquoted</b>		
<b>Tunisian Indian Fertilisers S.A.</b>	11862	11862
33,75,000 (2014: 33,75,000) Ordinary shares of Tunisian Dinars (TND) 10 each, fully paid up [Refer Note (i) below]		
<b>Nandesari Environment Control Limited</b>	*	*
2,000 (2014: 400) equity shares of ₹10 each, fully paid-up		
<b>Prathyusha Chemicals and Fertilisers Limited</b>		
10,01,000 (2014: 10,01,000) Equity shares of ₹10/- each, fully paid-up	143	143
Less: Provision for diminution in value [Refer Note (ii) below]	141	141
	<b>2</b>	<b>2</b>



# NOTES (Contd.)

	As at 31 March 2015	As at 31 March 2014
<b>Indian Potash Limited</b>	5	5
90,000 (2014: 90,000) Equity shares of ₹10/- each, fully paid-up		
<b>Foskor (Pty) Limited</b>	23	23
1,99,590 (2014: 1,99,590) Ordinary shares of South African Rand 1 each, fully paid-up		
<b>Murugappa Management Services Limited</b>	73	73
16,139 (2014: 16,139) Equity shares of ₹100/- each, fully paid-up		
<b>Bharuch Enviro Infrastructure Limited</b>	2	2
16,100 (2014: 16,100) Equity shares of ₹10/- each, fully paid-up		
<b>Narmada Clean Tech</b>	28	28
2,75,000 (2014: 2,75,000) Equity shares of ₹10/- each, fully paid-up		
<b>Sabero Organics Philippines Asia Inc. - Associate</b>	*	-
318 (2014: 318) Equity shares of PHP\$100/- each fully paid-up (Refer Note 26)		
<b>A.P.Gas Power Corporation Limited</b>	8300	8300
53,92,160 (2014: 53,92,160) Equity shares of ₹10 each, fully paid-up		
	<b>20295</b>	<b>20295</b>
<b>Total Trade (A+B+C+D+E)</b>	<b>34734</b>	<b>74099</b>
<b>II. Other investments - Unquoted</b>		
<b>Faering Capital India Evolving Fund</b>	468	284
46,832 (2014: 28,427) units of ₹1,000/- each, fully paid-up		
<b>Total Non-current investments (I+II)</b>	<b>35202</b>	<b>74383</b>

\* less than a lakh

## Notes:

- The Ordinary shares of Tunisian Indian Fertilisers S.A., Tunisia (TIFERT) held by the Company have been pledged to secure the obligations of TIFERT to their lenders.
- Aggregate amount of provision made for other than temporary diminution ₹141 lakhs (2014: ₹141 lakhs).
- Aggregate market value of listed and quoted investments and carrying cost thereof is ₹4 lakhs (2014: ₹31573 lakhs) and ₹10 lakhs (2013: ₹40725 lakhs) respectively.
- Aggregate carrying cost of unquoted investments is ₹35192 lakhs (2014: ₹33658 lakhs).

## Note 13: Long-term loans and advances

(Unsecured and considered good)

Capital advances	1217	229
Deposits	2748	2752
Share application money paid to related parties (pending allotment) (Refer Note 36)	192	-
Others*	2668	2787
	<b>6825</b>	<b>5768</b>

\* includes loan amounting ₹2551 lakhs to TIFERT which is compulsorily convertible to equity shares at the end of three years from November 2012.



# NOTES (Contd.)

## Note 14: Current investments

(At lower of cost and fair value)

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
<b>Quoted</b>		
<b>Ashnoor Textile Mills Limited</b>	*	*
238 (2014: 238) Equity shares of ₹10/- each, fully paid-up		
<b>I G Petrochemicals Limited</b>	4	4
13,000 (2014: 13,000) Equity shares of ₹10/- each, fully paid-up		
<b>Canara Robecco Gold Saving Fund</b>	14	14
1,49,284.652 (2014: 1,49,284.652) units of ₹10/- each		
<b>Unquoted</b>		
<b>UTI Master Shares</b>	*	*
1,000 (2014: 1,000) Shares of ₹10/- each, fully paid-up		
<b>Government securities</b> (Refer Note 26)	1	-
	<b>19</b>	<b>18</b>

### Notes:

\* less than a lakh

- Aggregate market value and carrying cost of quoted investments is ₹ 20 lakhs (2014: ₹ 18 lakhs) and ₹ 18 lakhs (2014: ₹ 18 lakhs) respectively
- Aggregate carrying cost of unquoted investments is ₹ 1 lakh (2014: ₹ Nil)

## Note 15: Inventories

(Refer Note 52(x))

Raw materials	69893	54943
Raw materials in-transit	18509	18704
Work-in-process	5128	1503
Finished goods	80213	59613
Stock-in-trade	44659	25887
Packing materials	3026	2502
Stores and spare parts	3807	3988
	<b>225235</b>	<b>167140</b>

## Note 16: Trade receivables

(Considered good, unless otherwise stated)

Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured	1296	1555
Unsecured	11686	24941
Unsecured, considered doubtful	4495	2798
	17477	29294
Less: Provision for doubtful trade receivables	4495	2798
<b>(A)</b>	<b>12982</b>	<b>26496</b>
Other trade receivables		
Secured	5215	4379
Unsecured	125471	98539
<b>(B)</b>	<b>130686</b>	<b>102918</b>
<b>(A+B)</b>	<b>143668</b>	<b>129414</b>

# NOTES (Contd.)

## Note 17: Cash and bank balances

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
<b>Cash and cash equivalents</b>		
Cash on hand	32	164
Balances with banks:		
On Current accounts	15979	20933
On Deposit accounts	3500	18500
	<b>19511</b>	<b>39597</b>
<b>Other bank balances</b>		
In earmarked accounts:		
Dividend accounts	7335	1388
Bonus debenture redemption and interest accounts	726	896
Escrow accounts [Refer note (ii) below]	2021	2225
Margin money/ deposit accounts [Refer note (iii) below]	23	1597
	<b>10105</b>	<b>6106</b>
	<b>29616</b>	<b>45703</b>

### Notes:

- Cash and cash equivalents as above meet the definition of cash and cash equivalents as per AS 3 'Cash Flow Statements'.
- Represents indemnity amounts aggregating ₹ 2021 lakhs (2014: ₹ 2225 lakhs) held back in accordance with the share purchase agreements in respect of acquisitions.
- Margin money/ deposit accounts includes ₹ 9 lakhs (2014: ₹ 113 lakhs) deposits which have a original maturity of more than 12 months and ₹ Nil (2014: ₹ 63 lakhs) given as first pari-passu charge to consortium member banks against working capital facility.

## Note 18: Short-term loans and advances

(Unsecured and considered good unless otherwise stated)

Advances recoverable in cash or in kind or for value to be received	15926	12595
Considered good	92	25
Considered doubtful	16018	12620
Less: Provision for doubtful advances	92	25
	15926	12595
Government subsidies receivable	178940	111225
Loans and advances to related parties (Refer Note 36)	510	524
Minimum Alternate Tax (MAT) credit	-	4335
Inter-corporate deposits	47000	28500
Others	6403	1426
	<b>248779</b>	<b>158605</b>

## Note 19: Other current assets

6.20% Fertiliser Companies' Government of India Special Bonds 2022	*	*
10,000 (2014: 10,000) bonds of ₹100/- each		
6.65% Fertiliser Companies' Government of India Special Bonds 2023	*	*
5,000 (2014: 5,000) bonds of ₹100/- each		
Interest accrued but not due on deposits, loans, others	340	1399
	<b>340</b>	<b>1399</b>

\*less than a lakh



# NOTES *(Contd.)*

## Note 20: Other operating revenue

(₹ in Lakhs)

	For the year ended 31 March 2015	For the year ended 31 March 2014
Service income	179	190
DEPB income/ excise benefits	3652	1354
Provision for doubtful trade receivables and other liabilities no longer required, written back	117	534
Others	1931	2105
	<b>5879</b>	<b>4183</b>

## Note 21: Other income

Interest on loans/ deposits etc.	4814	5503
Dividend income		
from current investments	115	457
from non-current investments	3	2
Others	628	175
	<b>5560</b>	<b>6137</b>

## Note 22: Changes in inventories of finished goods, work-in-process and stock-in-trade

As at 1 April		
Work-in-process	1503	935
Finished goods	59613	41329
Stock-in-trade	25887	25824
	87003	68088
Add: On amalgamation (Refer Note 26)	2241	6357
Add: On acquisition of business undertaking	-	163
Less: As at 31 March		
Work-in-process	5128	1503
Finished goods	80213	59613
Stock-in-trade	44659	25887
	130000	87003
	<b>(40756)</b>	<b>(12395)</b>

## Note 23: Employee benefits expense

Salaries, wages and bonus	23101	20389
Contribution to provident and other funds	1932	1798
Staff welfare expenses	2515	2189
	<b>27548</b>	<b>24376</b>

## Note 24: Finance costs

Interest expense	20337	20621
Other borrowing costs and bank charges	595	475
	<b>20932</b>	<b>21096</b>

# NOTES (Contd.)

## Note 25: Other expenses

(₹ in Lakhs)

	For the year ended 31 March 2015	For the year ended 31 March 2014
Consumption of stores and spare parts	6324	5759
Power, fuel and water	23889	13983
Rent	2656	1960
Repairs to:		
Buildings	318	209
Machinery	2368	2177
Others	1296	1056
Insurance	630	426
Rates and taxes	847	1089
Increase/ (decrease) in excise duty on finished goods inventory	1460	389
Freight and distribution	69519	59513
Exchange differences (net)	17491	24513
Loss on sale/discarding of fixed assets (net)	274	241
Provision for doubtful trade and other receivables, loans and advances	1357	515
Trade and other receivables written off	-	17
Miscellaneous expenses	26641	22686
	<b>155070</b>	<b>134533</b>

## 26. Amalgamation of Sabero Organics Gujarat Limited ("Sabero")

The Board of Directors of the Company and its subsidiary, Sabero Organics Gujarat Limited ("Sabero"), in their meetings held on 24 January 2014 approved a Scheme of Amalgamation under Sections 391 and 394 of the Companies Act, 1956 ('the Scheme') for amalgamation of Sabero with the Company. Sabero was engaged in the manufacture and sale of Crop Protection Chemicals.

Pursuant to the Scheme sanctioned by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh and by the Hon'ble High Court of Judicature of Gujarat vide their respective orders, the entire business undertaking of Sabero including all assets and properties, debts, liabilities and duties and obligations have been transferred to and vested in the Company, with effect from 1 April 2014 (the Appointed Date as per the Scheme). The certified copies of the aforesaid High Court Orders have been filed with the Ministry of Corporate Affairs on 24 November 2014 and 31 December 2014 and consequently, the Scheme has been given effect to in these financial statements.

In terms of the Scheme, the Company has allotted 53,09,210 equity shares of ₹1 each as fully paid up to the shareholders of Sabero in the proportion of 5 equity shares of ₹1 each in the Company for every 8 equity shares of ₹10 each held in Sabero. The equity shares held by the Company in Sabero totaling 2,53,56,361 have been extinguished and annulled.

The amalgamation has been accounted under the 'Pooling of interests method' as prescribed under Accounting Standard 14 'Accounting for Amalgamations' (AS 14). Accordingly, the assets, liabilities and reserves of Sabero as at 1 April 2014 have been taken over at their book values (after making adjustments for adoption of uniform accounting policies) and in the same form.

Details of the summarized values of assets and liabilities of Sabero as acquired pursuant to the Scheme and the treatment of the difference between the net assets acquired and cost of investments of the Company together with the shares issued to the shareholders of Sabero are as under:



# NOTES (Contd.)

(₹ in Lakhs)

	Appointed date 1 April 2014
Fixed assets (net)	20,678
Other non-current assets	2,776
Cash and bank balances	95
Inventories	7,762
Other current assets	26,153
<b>Total assets</b>	<b>57,464</b>
Deferred tax liabilities (net)	192
Other non-current liabilities	3,693
Current liabilities	43,901
<b>Total liabilities</b>	<b>47,786</b>
<b>Net assets acquired</b>	<b>9,678</b>
Less: Equity share capital issued	53
Less: Value of investments held by Company	40715
<b>Balance adjusted against reserves</b>	<b>(31,090)</b>

Details of amount adjusted against reserves:

	Amount in ₹ lakhs
Capital reserve (taken over)	16
General reserve (net of ₹1165 lakhs taken over)	(36,219)
Securities premium account (taken over)	1,371
Statement of Profit and Loss (taken over)	3,742
	<b>(31,090)</b>

In view of the aforesaid amalgamation with effect from 1 April 2014, the figures of the current year are not strictly comparable with those of the previous year.

## 27. Employee Stock Option Plan – ESOP 2007

- Pursuant to the decision of the shareholders, at their meeting held on 24 July 2007, the Company had established an 'Employee Stock Option Scheme 2007' ('ESOP 2007' or 'the Scheme') to be administered by the Remuneration and Nomination Committee of the Board of Directors.
- Under the Scheme, options not exceeding 1,27,85,976 equity shares of ₹1/- each have been reserved to be issued to the eligible employees, with each option conferring a right upon the employee to apply for one equity share. The options granted under the Scheme would vest not less than one year and not more than five years from the date of grant of the options. The options granted to the employees would be capable of being exercised within a period of three years from the date of vesting. In partial modification of the special resolution passed for establishing ESOP 2007, the shareholders in their meeting held on 23 July 2012 decided to approve the extension of the exercise period of options granted under the ESOP 2007 from three years to six years.
- The exercise price of the option is equal to the latest available closing market price of the shares on the stock exchange where there is highest trading volume as on the date prior to the date of the Remuneration and Nomination Committee resolution approving the grant.
- Pursuant to the Scheme, the Company granted options which vest over a period of four years commencing from the respective dates of grant. The exercise price being equal to the closing market price prevailing on the date prior to the date of grant, there is no deferred compensation cost to be accrued in this regard.



## NOTES (Contd.)

e) The following are the number of options outstanding during the year:

	For the year ended 31 March 2015		For the year ended 31 March 2014	
	No. of Options	Weighted average exercise price (₹)	No. of Options	Weighted average exercise price (₹)
At the beginning of the year	24,01,176	232.62	27,01,440	228.12
Granted	-	-	-	-
Exercised	185,132	176.25	124,004	45.91
Cancelled	770,844	314.41	176,260	294.98
Lapsed	232,912	306.87	-	-
At the end of the year	12,12,288	174.96	24,01,176	232.62

- f) The above outstanding options have been granted in various tranches, at exercise price being equal to the closing market price prevailing on the date prior to the date of grant. The outstanding options have a weighted average remaining life of 1.39 years (2014: 1.55 years).
- g) Number of options exercisable at the end of the year 11,40,168 (2014: 18,09,036).
- h) In accordance with the requirements of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on "Accounting for Employee Share Based Payments" issued by the ICAI, had the compensation cost for the employee stock option plan been recognised based on the fair value at the date of grant in accordance with the Black Scholes' model, the proforma amounts of the Company's Net Profit and Earnings Per Share would have been as follows:

	For the year ended 31 March 2015	For the year ended 31 March 2014
<b>Profit after tax as reported (₹ in lakhs)</b>	40314	34485
Less: Dividend on cumulative redeemable preference shares (including dividend tax)	-	45
Amount available to equity shareholders	40314	34440
Add: ESOP cost using intrinsic value method	-	-
Less: ESOP cost using fair value method	84	357
Proforma profit after tax	40230	34083
<b>Earnings Per Share</b>		
<b>Basic</b>		
- No. of Shares	29,11,33,036	28,56,99,820
- EPS as reported (₹)	13.85	12.05
- Proforma EPS (₹)	13.82	11.93
<b>Diluted</b>		
- No. of shares	29,16,92,550	28,62,84,398
- EPS as reported (₹)	13.82	12.03
- Proforma EPS (₹)	13.79	11.91

The following assumptions were used for calculation of fair value of grants:

Dividend yield (%)	700	700
Expected volatility (%)	0.39-0.47	0.39-0.47
Risk free interest rate (%)	8.0	8.0
Expected term (in years)	4-6	4-6



# NOTES (Contd.)

## 28. Earnings per Share

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
i) Profit after tax (₹ in lakhs)	40314	34485
ii) Less: Dividend on cumulative redeemable preference shares (including dividend tax) (₹ in lakhs)	-	45
iii) Amount available to equity shareholders (₹ in lakhs) [a]	40314	34440
<b>Basic</b>		
iv) Weighted average number of equity shares of ₹1/- each outstanding during the year [b]	29,11,33,036	28,56,99,820
<b>Dilution</b>		
v) Effect of potential equity shares on employees stock options outstanding	5,59,514	5,84,578
vi) Weighted average number of equity shares of ₹1/- each outstanding during the year [c]	29,16,92,550	28,62,84,398
<b>Earnings Per Share</b>		
vii) Basic – [a]/[b] – (₹)	13.85	12.05
viii) Diluted – [a]/[c] – (₹)	13.82	12.03

## 29. Contingent liabilities (to the extent not provided for)

### a) Guarantees:

The Company has provided a guarantee towards the borrowing of Tunisian Indian Fertilisers S.A., (TIFERT), Company's venture in Tunisia, up to ₹32346 lakhs (2014: ₹31009 lakhs).

### b) Claims against the Company not acknowledged as debt:

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
In respect of matters under dispute:		
Excise duty	7491	11780
Customs duty	372	372
Sales tax	1291	410
Income tax	838	222
Service tax	161	-
Others	1167	1744

The amounts shown in the item (a) represent guarantees given in the normal course of business and not expected to result in any loss to the Company on the basis of the beneficiaries fulfilling their obligations as they arise. The amounts in item (b) represent best estimate and the uncertainties are dependent on the outcome of the legal processes initiated by the Company or the claimant as the case may be.

### c) Other money for which the Company is contingently liable in respect of:

	As at 31 March 2015	As at 31 March 2014
Assignment of receivables from fertiliser dealers and dealer financing by banks	3415	5547

The Management expects to realise all the amounts reflected above in the normal course of business.

## 30. Commitments

### a) Capital commitments

	As at 31 March 2015	As at 31 March 2014
Capital expenditure commitments	2559	2348
Commitment towards investments	1132	216

# NOTES (Contd.)

## b) Other commitments

- (i) Maximum obligation on long term lease of land - ₹378 lakhs (2014: ₹167 lakhs).

## 31. Segment reporting

### a) Business segment

The Company has considered business segment as the primary segment for disclosure. The Company is primarily engaged in the manufacture and trading of Farm Inputs, which in the context of Accounting Standard 17 "Segment Reporting" is considered the only business segment.

### b) Geographical segment

The Company sells its products mainly within India where the conditions prevailing are uniform. Since the sales outside India are below the threshold limit, no separate geographical segment disclosure is considered necessary.

## 32. Leases

The Company has entered into certain operating lease agreements and an amount of ₹2299 lakhs (2014: ₹1615 lakhs) paid under such agreements has been charged to the Statement of Profit and Loss. These leases are generally not non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by such agreements.

## 33. Corporate Social Responsibility

Expenses incurred on Corporate Social Responsibility (CSR) programs under Section 135 of the 2013 Act are charged to the Statement of Profit and Loss under 'Other expenses' (Note 25) ₹1001 lakhs and under 'Employee benefits expense' (Note 23) ₹27 lakhs.

## 34. Research and development expenses incurred on the following heads have been accounted under the natural heads:

(₹ in Lakhs)

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Salaries, wages and bonus	446	275
Contribution to provident and other funds	38	25
Consumption of stores and spare parts	64	9
Power and fuel	17	17
Repairs to machinery	25	10
Miscellaneous expenses	41	83
	<b>631</b>	<b>419</b>

## 35. Details of raw materials consumed, purchases, sales, stock-in-trade, finished goods and work-in-process

### (a) Materials consumed

(including packing material)

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Ammonia	158820	137356
Rock Phosphate	92205	82685
Urea	44500	34841
Sulphur	25983	18718
Muriate of Potash	46274	40137
Phosphoric Acid	204924	218507
Plant Protection Chemicals	91121	33438
Others (including packing material)	45873	29073
	<b>709700</b>	<b>594755</b>



# NOTES *(Contd.)*

## (b) Purchases of stock-in-trade

(₹ in Lakhs)

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Di-Ammonium Phosphate (DAP)	63517	9863
Ammonium Phosphatic Fertilisers	31	74
Muriate of Potash	33923	35700
Urea	58269	36815
Ammonia	-	1402
Plant Protection Chemicals	11998	17384
Others	23885	21684
	<b>191623</b>	<b>122922</b>

## (c) Sales

### (i) Manufactured\*

Di-Ammonium Phosphate (DAP)	58322	123884
Ammonium Phosphatic Fertilisers	406738	296597
Single Super Phosphate	31553	31180
Plant Protection Chemicals	131548	55245
Others	17219	19549
	<b>645380</b>	<b>526455</b>

\* Sales are net of excise duty where applicable

### (ii) Stock-in-trade

Di-Ammonium Phosphate (DAP)	37133	6672
Ammonium Phosphatic Fertilisers	115	120
Muriate of Potash	23758	19280
Urea	53541	43594
Ammonia	-	1419
Plant Protection Chemicals	12428	17328
Others	33715	33058
	<b>160690</b>	<b>121471</b>
<b>Total sales (i) + (ii)</b>	<b>806070</b>	<b>647926</b>

# NOTES (Contd.)

## (d) Opening Stock of finished goods and stock-in-trade

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
<b>(i) Manufactured</b>		
Di- Ammonium Phosphate (DAP)	8124	6004
Ammonium Phosphatic Fertilisers	32338	23464
Single Super Phosphate	8612	1383
Plant Protection Chemicals	9134	8181
Others	1405	2297
	<b>59613</b>	<b>41329</b>
<b>(ii) Stock-in-trade</b>		
Di- Ammonium Phosphate (DAP)	1952	3466
Ammonium Phosphatic Fertilisers	522	838
Muriate of Potash	8848	2448
Urea	1020	7311
Plant Protection Chemicals	5926	4245
Others	7619	7516
	<b>25887</b>	<b>25824</b>
<b>Total opening stock (i) + (ii)</b>	<b>85500</b>	<b>67153</b>

## (e) Closing stock of finished goods and stock-in-trade\*

<b>(i) Manufactured</b>		
Di-Ammonium Phosphate (DAP)	2693	8124
Ammonium Phosphatic Fertilisers	45799	32338
Single Super Phosphate	7506	8612
Plant Protection Chemicals	22422	9134
Others	1793	1405
	<b>80213</b>	<b>59613</b>
<b>(ii) Stock-in-trade</b>		
Di- Ammonium Phosphate (DAP)	13268	1952
Ammonium Phosphatic Fertilisers	12	522
Muriate of Potash	10998	8848
Urea	5982	1020
Plant Protection Chemicals	4909	5926
Others	9490	7619
	<b>44659</b>	<b>25887</b>
<b>Total closing stock (i) + (ii)</b>	<b>124872</b>	<b>85500</b>

\*net of shortages/in-transit losses/captive consumption/ samples/ claims made

## (f) Closing stock of work-in-process includes:

- Fertilisers	2790	538
- Plant Protection Chemicals	2338	948
- Others	-	17
	<b>5128</b>	<b>1503</b>



# NOTES *(Contd.)*

## 36. Related party disclosures

### (A) Names of the related parties and their relationship:

Names	Nature of relationship
E.I.D. Parry (India) Limited	Holding company
Liberty Pesticides and Fertilisers Limited (LPFL)	Subsidiary
Sabero Organics Gujarat Limited (Sabero)	Subsidiary (merged w.e.f. 1 April 2014) (Refer Note 26)
Sabero Organics America S.A. (SOAL)	Subsidiary
Sabero Australia Pty Ltd, Australia (Sabero Australia)	Subsidiary
Sabero Europe B.V. (Sabero Europe)	Subsidiary
Sabero Argentina S.A. (Sabero Argentina)	Subsidiary
Sabero Organics Mexico S.A De C.V. (Sabero Mexico)	Subsidiary
Parry Chemicals Limited (PCL)	Subsidiary
Dare Investments Limited (DIL)	Subsidiary
CFL Mauritius Limited (CML)	Subsidiary
Coromandel Brasil Limitada (CBL)	Subsidiary
Sabero Organics Philippines Asia Inc.	Associate
Sadashiva Sugars Limited (SSL)	Fellow subsidiary
Parry Infrastructure Company Private Limited (PICPL)	Fellow subsidiary
Parry Sugar Industries Limited (PSIL)	Fellow subsidiary
Coromandel Getax Phosphates Pte Ltd. (CGPL)	Joint venture
Coromandel SQM (India) Pvt Limited (CSQM)	Joint venture
Yanmar Coromandel Agrisolutions Private Limited (YCAS)	Joint venture (w.e.f 14 July 2014) [Refer Note 49(a)]
Mr. Kapil Mehan, Managing Director	Key management personnel (resigned w.e.f 13 February 2015)

### (B) Transactions during the year:

(₹ in Lakhs)

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
i) Sale of finished goods/raw materials/services		
a) Holding company	74	63
b) Fellow subsidiary – SSL	-	34
c) Joint venture - CSQM	472	425
d) Subsidiary – Sabero	-	965
ii) Interest received from		
a) Subsidiary – PCL	-	1
iii) Rent received		
a) Fellow subsidiary – PICPL	182	175
b) Joint venture - CSQM	13	-
iv) Expenses reimbursed by		
a) Holding company	71	31
b) Joint venture – CSQM	4	35
c) Subsidiary – PCL	7	7
d) Subsidiary – Sabero	-	333
e) Joint venture – YCAS	65	-
v) Purchase of finished goods and services		
a) Holding company	379	396
b) Joint venture – CSQM	2610	2623
c) Subsidiary – Sabero	-	5811

# NOTES (Contd.)

(₹ in Lakhs)

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
vi) Commission on sales		
a) Subsidiary – PCL	37	41
b) Subsidiary – CBL	176	49
c) Subsidiary – Sabero Mexico	81	30
d) Subsidiary – SOAL	195	-
e) Subsidiary – Sabero Argentina	25	-
vii) Expenses reimbursed to		
a) Holding company	377	296
b) Subsidiary – PCL	2	2
c) Subsidiary – Sabero	-	130
viii) Interest received on Inter corporate deposit/Loan		
a) Subsidiary – Sabero	-	111
b) Subsidiary – CML	-	24
c) Subsidiary - DIL	1	*
ix) Loan given		
a) Subsidiary – DIL	5	5
x) Loans and advances (including loans) received back		
a) Subsidiary – CML	-	820
b) Subsidiary - Sabero	-	1500
xi) Investment made in equity shares of		
a) Subsidiary – CML	-	2507
b) Subsidiary – DIL	-	495
c) Joint venture - YCAS	500	-
xii) Purchase of assets from		
a) Subsidiary - Sabero	-	40
xiii) Purchase of equity shares from		
a) Subsidiary - PCL	-	664
xiv) Dividend paid (including interim dividend payable)		
a) Holding company	11515	7972
xv) Redemption of 9% Unsecured redeemable non-convertible fully paid bonus debentures of ₹15 each		
a) Holding company	-	26573
xvi) Interest expense on 9% Unsecured redeemable non-convertible fully paid bonus debentures of ₹ 15 each		
a) Holding company	-	2313
xvii) Loans and advances (including loans) paid back		
a) Subsidiary - LPFL	197	-
xviii) Interest paid on loans		
a) Subsidiary - LPFL	17	-
xix) Share application money paid		
a) Subsidiary – Sabero Australia	11	-
xx) Sale of fixed assets to Key management personnel		
a) Mr. Kapil Mehan	6	-
xxi) Remuneration to Key management personnel		
a) Mr. Kapil Mehan	247	249





# NOTES (Contd.)

## (C) Outstanding balances as at the year end

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
a) Trade receivables/Loans and advances		
- Holding company	-	71
- Joint venture – YCAS	29	-
- Subsidiary - DIL	11	5
- Fellow subsidiary – SSL	-	132
- Fellow subsidiary – PSIL	6	16
- Subsidiary – Sabero Australia	24	-
- Subsidiary – Sabero Philippines	6	-
- Subsidiary – SOAL	135	-
- Subsidiary – Sabero Mexico	26	-
- Subsidiary – Sabero Europe	1	-
- Fellow subsidiary – PICPL	464	300
b) Trade payables/ Other liabilities		
- Holding company	3624	-
- Joint venture - CSQM	632	815
- Fellow subsidiary – PICPL	3000	3000
- Subsidiary – Sabero	-	1333
- Subsidiary – PCL	22	12
- Subsidiary – CBL	45	12
- Subsidiary – Sabero Mexico	16	30
- Subsidiary – LPFL	15	127

\* less than a lakh

## 37. Employee benefits

### a. Defined benefit plans

The following table sets forth the status of the Gratuity Plan and the Superannuation and other Pension Plans of the Company and the amounts recognised in the Balance Sheet and Statement of Profit and Loss:

(₹ in Lakhs)

	Gratuity plan		Superannuation and other pension plans	
	2014-2015	2013-2014	2014-2015	2013-2014
<b>Change in defined benefit obligation (DBO) during the year</b>				
Present value of DBO at the beginning of the year	3422	3154	6	8
Add: On amalgamation (Refer Note 26)	130	149	-	-
Add: On acquisition of business	-	18	-	-
Current service cost	368	311	*	*
Interest cost	257	249	*	1
Actuarial loss/(gain)	94	(47)	-	(3)
Benefits paid	(408)	(412)	-	-
<b>Present value of DBO at the end of the year</b>	<b>3863</b>	<b>3422</b>	<b>6</b>	<b>6</b>
<b>Amounts recognised in the Balance Sheet</b>				
Present value of DBO at the end of the year	3863	3422	6	6
Fair value of plan assets at the end of the year	3754	3215	-	-
<b>Funded status of the plans – (asset)/ liability</b>	<b>109</b>	<b>207</b>	<b>6</b>	<b>6</b>
<b>Liability recognised in the Balance Sheet</b>	<b>109</b>	<b>207</b>	<b>6</b>	<b>6</b>

# NOTES (Contd.)

(₹ in Lakhs)

	Gratuity plan		Superannuation and other pension plans	
	2014-2015	2013-2014	2014-2015	2013-2014
<b>Components of employer expense</b>				
Current service cost	368	311	*	*
Interest cost	257	249	*	1
Expected return on plan assets	(279)	(248)	-	-
Net actuarial (gain)/loss recognised	126	20	-	(3)
Past service cost	-	-	-	-
<b>Expense recognised in Statement of Profit and Loss</b>	<b>472</b>	<b>332</b>	<b>*</b>	<b>(2)</b>
<b>Nature and extent of investment details of the plan assets#</b>				
State and Central Securities	0.79%	2.04%	-	-
Bonds	3.73%	4.67%	-	-
Special deposits	0.33%	0.38%	-	-
Insurer managed funds	95.15%	92.91%	-	-
<b>Actual return on plan assets#</b>	<b>274</b>	<b>257</b>	-	-
<b>Assumptions</b>				
Discount rate	8%	8%	8%	8%
Estimated rate of return on plan assets	8%	8%	-	-
Expected rate of salary increase	5-7%	5-7%	-	-
Attrition rate	5%	5%	1%	1%

\* less than a lakh

# includes details of trusts other than those covered under a Scheme of Life Insurance Corporation of India

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Company evaluates these assumptions annually based on its long term plans of growth and industry standards.

## Experience adjustments:

(₹ in Lakhs)

	2014-2015	2013-2014	2012-2013	2011-2012	2010-2011
<b>Gratuity plan</b>					
Present value of DOB	3863	3422	3154	2867	2501
Fair value of plan assets	3754	3215	2906	2610	2192
Funded status [Asset/ (liability)]	(109)	(207)	(248)	(257)	(309)
Experience adjustments loss/(gain)					
- on plan liabilities	(94)	(47)	172	183	72
- on plan assets	(32)	67	8	(34)	(87)
<b>Superannuation and other pension plans</b>					
Present value of DOB	6	6	8	31	117
Fair value of plan assets	-	-	-	-	-
Funded status [Asset/ (liability)]	(6)	(6)	(8)	(31)	(117)
Experience adjustments loss/(gain)					
- on plan liabilities	-	(3)	(24)	(96)	(9)
- on plan assets	-	-	-	-	-

## b. Defined contribution plans

In respect of the defined contribution plans, an amount of ₹1425 lakhs (2014: ₹1262 lakhs) has been recognised as an expense in the Statement of Profit and Loss during the year.

38. The Company has recognised subsidy income as per the prevalent Nutrient Based Subsidy (NBS) Policy announced by Government of India. Such income is included in "Government Subsidies" in the Statement of Profit and Loss. The subsidy income for the year includes ₹Nil (2014: ₹3488 lakhs) relating to earlier years comprising of freight subsidy income consequent to the final notification by the Government.



# NOTES (Contd.)

## 39. Exceptional item:

- In October 2014, the 'Hudhud' cyclone impacted the Company's operations at Vishakapatnam. The Company has filed the claim (including for loss of profits) with the Insurance Company, survey of which is under progress. The Company has set up a receivable based on its current best estimates and reasonable certainty, which is equivalent to the losses (including for inventories, repairs to fixed assets to the extent incurred, etc.) and, the net loss of ₹Nil has been disclosed as Exceptional item. On grounds of prudence, the loss of profits claim has not been recognised as income.
- In the current year, also includes interest expense of ₹394 lakhs on enhanced compensation payable pursuant to the Court Order on land acquired by the Company in the earlier years.
- In the previous year ₹1261 lakhs represents interest demand in respect of disputed taxes relating to earlier years.

40. During the year ended 31 March 2012, the Members of the Company pursuant to the provisions of Section 293(1)(a) of the 1956 Act approved the transfer/assigning of the lease rights on the land located at Navi Mumbai to prospective buyers. As at 31 March 2015, the Company is in the process of identifying potential buyers.

## 41. Derivative instruments and unhedged foreign currency exposure

### a. Forward and option contracts outstanding as at the Balance Sheet date

	Currency	Cross currency	No. of contracts	Amount in foreign currency (million)	Amount ₹ in lakhs	Buy/Sell
<b>Forward contracts</b>						
As at 31 March 2015	USD	INR	113	408.47	255315	Buy
	USD	INR	50	29.72	18576	Sell
As at 31 March 2014	USD	INR	148	391.92	235278	Buy
	USD	INR	11	2.08	1246	Sell
<b>Option contracts</b>						
As at 31 March 2015	USD	INR	11	69.00	43128	Buy

The forward and option contracts have been entered into to hedge the purchase of raw materials and stock-in-trade and the related buyer's credit and in certain cases the foreign currency trade receivables.

### b. Principal and interest rate swaps outstanding as at the Balance Sheet date

	Currency	Cross currency	No. of contracts	Amount in foreign currency (million)	Amount ₹ in lakhs	Buy/Sell
As at 31 March 2015	USD	INR	8	46.67	29171	Buy
As at 31 March 2014	USD	INR	10	73.33	43941	Buy

The swap contracts have been entered into to hedge the currency and interest rate risks on the external commercial borrowings of the Company. [Refer Note 50(c)]

### c. Details of foreign currency exposures as at the Balance Sheet date that have not been hedged by a derivative instrument or otherwise are given below:

	Currency	As at 31 March 2015		As at 31 March 2014	
		Foreign currency amount in million	Amount ₹ in lakhs	Foreign currency amount in Million	Amount ₹ in lakhs
Trade payables	USD	35.05	21906	18.43	11046
Trade receivables	USD	-	-	4.83	2897
	EUR	*	4	-	-
Borrowings	USD	14.39	8992	1.13	677
	EUR	*	17	-	-

\*less than a lakh

# NOTES (Contd.)

## 42. Disclosure as per clause 32 of the Listing agreements with the Stock Exchanges

Loans and advances in the nature of loans to subsidiaries:

(₹ in Lakhs)

	Relationship	As at 31 March 2015	Maximum balance outstanding during the year
Parry Chemicals Limited (PCL) (Refer note b)	Subsidiary	-	-
		(-)	(8)
Dare Investments Limited (DIL) (Refer note b)	Subsidiary	10	10
		(5)	(5)
Sabero Organics Gujarat Limited	Subsidiary (merged w.e.f. 1 April 2014)	-	-
		(-)	(1500)
CFL Mauritius Limited (CFL M)	Subsidiary	-	-
		(-)	(820)

### Notes:

- Figures in bracket relate to previous year
- The loan is repayable on demand and carries interest. Section 186 of the 2013 Act is not applicable as PCL and DIL are wholly owned subsidiary of the Company

## 43. Payments to Auditors

(₹ in Lakhs)

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Audit fees	55	40
Tax audit fees	10	7
Limited reviews	20	18
Certifications	70	72
Reimbursement of expenses	2	1
<b>Total</b>	<b>157</b>	<b>138</b>

Above excludes payments to other auditors – of erstwhile Sabero Organics Gujarat Limited for the current year and Liberty Phosphate Limited and Liberty Urvarak Limited for the previous year:

(₹ in Lakhs)

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Audit fees	-	7
Tax audit fees	-	3
Limited reviews	4	-
Certifications	2	1
Reimbursement of expenses	*	2
<b>Total</b>	<b>6</b>	<b>13</b>

\*less than a lakh

**Note:** Amounts given above excludes service tax



# NOTES (Contd.)

## 44. Expenditure in foreign currency

(₹ in Lakhs)

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Export commission	1045	281
Interest	3982	5214
Others	2395	1462

## 45. Amount remitted in foreign currency on account of dividend

Financial Year	Relating to	No. of shares held (₹1/- each)	No. of Non-Resident shareholders	Amount ₹ in Lakhs
2014-15	2013-14	97,03,688	34	437
2013-14	2012-13	1,00,56,758	36	453

Details pertaining to payments made by erstwhile Liberty Phosphate Limited (LPL)

Financial Year	Relating to	No. of shares held (₹10/- each)	No. of Non-Resident shareholders	Amount ₹ in Lakhs
2013-14	2012-13	172,549	43	5
2013-14*	2012-13	22,00,852	1	18

\* dividend paid on preference share in LPL

## 46. Value of imports calculated on C.I.F. basis

(₹ in Lakhs)

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Raw materials	601509	521382
Stores and spare parts	370	371
Capital goods	48	2
Stock-in-trade	141172	59960

## 47. Earnings in foreign exchange

(₹ in Lakhs)

	For the Year ended 31 March 2015	For the Year ended 31 March 2014
F.O.B. value of exports of goods	56703	10450
Dividend from others	-	-
Others	381	3538

## 48. Imported and indigenous raw materials, stores and spare parts consumed

(₹ in Lakhs)

	% of total consumption	For the Year ended 31 March 2015	% of total consumption	For the Year ended 31 March 2014
<b>Raw materials (including packing material)</b>				
Imported (including imports through canalizing agents)	83.60	593302	86.21	512725
Indigenous	16.40	116398	13.79	82030
	<b>100.00</b>	<b>709700</b>	<b>100.00</b>	<b>594755</b>
<b>Stores and spare parts</b>				
Imported	0.78	49	0.43	25
Indigenous	99.22	6275	99.57	5734
	<b>100.00</b>	<b>6324</b>	<b>100.00</b>	<b>5759</b>

# NOTES (Contd.)

## 49. Interests in joint ventures

- Pursuant to the joint venture agreement entered into by the Company with Yanmar Co. Ltd and Mitsui & Co. (Asia Pacific) Pte. Ltd, a joint venture Company, Yanmar Coromandel Agrisolutions Private Limited (YCAS), was incorporated on 14 July 2014 to engage in the business of manufacture, sales and after-sales service of agricultural machinery. In terms of the aforesaid agreement, capital contributions have been made into YCAS and it commenced commercial operations during the year.
- The proportionate share of assets, liabilities, income and expenditure of jointly controlled entities, Coromandel Getax Phosphates Pte Ltd (Coromandel Getax), Coromandel SQM (India) Private Limited (Coromandel SQM) and Yanmar Coromandel Agrisolutions Private Limited (YCAS) are given below:

(₹ in Lakhs)

Name of the entity	For the Year ended 31 March 2015			For the Year ended 31 March 2014	
	Coromandel Getax	Coromandel SQM	YCAS	Coromandel Getax	Coromandel SQM
Country of Incorporation	Singapore	India	India	Singapore	India
Percentage of ownership interest	50%	50%	40%	50%	50%
Non-current liabilities	-	22	*	-	21
Current liabilities	6	1459	389	2	988
Non-current assets	-	328	45	-	353
Current assets	145	1872	776	182	1273
Income	-	3169	294	-	3162
Expenditure	47	3068	362	36	3084

\* less than a lakh

## 50. Other matters

- Based on and to the extent of information available with the Company under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the relevant particulars as at 31 March 2015 are furnished below:

(₹ in Lakhs)

Sl. No.	Particulars	As at 31 March 2015	As at 31 March 2014
(i)	Principal amount due to suppliers under MSMED Act, as at the end of the year	310	267
(ii)	Interest accrued and due to suppliers under MSMED Act on the above amount as at the end of the year	-	-
(iii)	Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
(iv)	Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
(v)	Interest paid to suppliers under MSMED Act (Section 16)	-	-
(vi)	Interest due and payable to suppliers under MSMED Act, for payments already made	-	-
(vii)	Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act (ii) + (vi)	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

- Exchange difference in respect of forward exchange contracts to be recognised in the Statement of Profit and Loss in the subsequent accounting period is ₹ 2197 lakhs debit (2014: ₹ 2744 lakhs debit).
- As on 31 March 2015, the Company has foreign currency borrowing of US\$ 46.67 million (2014: US\$ 73.33 million). The Company entered into principal and interest rate swaps amounting US\$ 46.67 million (2014: US\$ 73.33 million) to hedge the foreign currency and interest rate risks thereon. The Company has marked to market the foreign currency borrowings and the corresponding swap contracts and the net exchange differences arising thereon have been recognised in the Statement of Profit and Loss.



# NOTES *(Contd.)*

- d) During the year, pursuant to the notification of Schedule II to the Companies Act, 2013, with effect from 1 April 2014, the Company has revised the estimated useful life of certain assets to align the useful life with those specified in Schedule II. Pursuant to the transitional provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1 April 2014 and has adjusted an amount of ₹ 729 lakhs (net of deferred tax of ₹ 375 lakhs) against the opening Surplus in the Statement of Profit and Loss under Reserves and Surplus.

Consequent to the change in the useful life of the assets, the impact on the depreciation expense for the year is not material.

51. Previous year figures have been recast/ reclassified wherever necessary to correspond with the current year's classification/ disclosures.

## 52. Significant accounting policies

### i. Basis of accounting and preparation of financial statements

The financial statements have been prepared on the basis of going concern, under the historic cost convention on accrual basis, to comply in all material aspects with applicable generally accepted accounting principles in India ("Indian GAAP"), the Accounting Standards ("AS") specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/ Companies Act, 1956 ("the 1956 Act"), as applicable.

### ii. Use of estimates

The preparation of the financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements, the reported amount of revenues and expenses during the reported period and disclosure of contingent liabilities. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

### iii. Tangible fixed assets

Tangible fixed assets are shown at cost or valuation, net of accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price, attributable expenditure incurred in bringing the asset to its working condition for the intended use and cost of borrowings till the date of capitalisation in the case of assets involving material investment and substantial lead time.

### iv. Depreciation and amortisation

Depreciation is provided on the straight-line method as per the useful life prescribed in Schedule II to the 2013 Act except in respect of following categories of assets in whose case the life of certain assets has been assessed as under based on technical advice taking into account the nature of the asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement, maintenance support etc.

Asset	Useful lives (in years)
Plant and equipment	5 – 18
Vehicles	5 – 7
Office equipment, furniture and fixtures	3 – 5

The useful lives of assets are periodically reviewed and re-determined and the unamortised depreciable amount is charged over the remaining useful life of such assets.

Assets costing ₹5,000 and below are depreciated over a period of one year.

Leasehold land is amortised on a straight line basis over the lease period.

Intangible assets are amortised on the straight-line method. Technical know-how is amortised over their estimated useful lives ranging from 5-10 years and product registration is amortised over the period of the registration subject to a maximum of 10 years.

### v. Intangible assets

Intangible assets are carried at cost, net of accumulated amortisation and impairment losses, if any. Cost of an intangible asset comprises of purchase price and attributable expenditure on making the asset ready for its intended use.

### vi. Impairment

The Company assesses at each reporting date whether there is an indication that an asset/cash generating unit may be impaired. If any indication exists the Company estimates the recoverable amount of such assets and if carrying amount exceeds the recoverable amount impairment is recognised. The recoverable amount is the higher of the net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using an appropriate



# NOTES (Contd.)

discount factor. When there is indication that previously recognised impairment loss no longer exists or may have decreased such reversal of impairment loss is recognised in the Statement of Profit and Loss.

## vii. Foreign currency transactions and derivative contracts

Transactions made during the year in foreign currency are recorded at the exchange rate prevailing at the time of transactions. Monetary assets and liabilities relating to foreign currency transactions remaining unsettled at the year-end are translated at the exchange rate prevalent at the date of Balance Sheet. Exchange differences arising on actual payment/realisation and year end reinstatement referred to above are recognised in the Statement of Profit and Loss.

In respect of forward contracts entered into to hedge risks associated with foreign currency fluctuation on its existing assets and liabilities, the premium or discount at the inception of the contract is amortised as income or expense over the period of the contract. Currency options/other swap contracts outstanding as at the Balance Sheet date are marked to market and the net loss is charged to the Statement of Profit and Loss. Any profit or loss arising on cancellation of such contracts is recognised as income or expense in the Statement of Profit and Loss of the year.

## viii. Hedge accounting

The Company uses foreign currency forward contracts and other derivative instruments to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions and designates such derivative instruments in a cash flow hedging relationship by applying the hedge accounting principles set out in "Accounting Standard 30 Financial Instruments: Recognition and Measurement" issued by the Institute of Chartered Accountants of India. These derivative instruments are stated at fair value at each reporting date. Changes in the fair value of these instruments that are designated and effective as hedges of future cash flows are recognised directly in "Hedging reserve account" under Reserves and surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Statement of Profit and Loss. Amounts accumulated in the Hedging reserve account are reclassified to the Statement of Profit and Loss in the same periods during which the forecasted transaction affects profit and loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in Hedging reserve account is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in the Hedging reserve account is immediately transferred to the Statement of Profit and Loss.

## ix. Investments

Investments, which are readily realisable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Long-term investments are valued at cost less provision for diminution other than temporary, in the value of such investments. Current investments are valued at lower of cost and fair value.

## x. Inventories

Stores and spares, packing materials are valued at or below cost. Raw materials and other inventories are valued at lower of cost and net realisable value. The method of determination of cost of various categories of inventories is as follows:

- a) Stores and spares and packing materials – Weighted average cost.
- b) Raw material – First-in-First-out basis. Cost includes purchase cost and other attributable expenses.
- c) Finished goods and Work-in-process – Weighted average cost of production which comprises of direct material costs, direct wages and applicable overheads. Excise duty is included in the value of finished goods.
- d) Stock-in-trade – Weighted average cost

## xi. Trade receivables and loans and advances

Specific debts and advances identified as irrecoverable or doubtful are written off or provided for respectively. Subsidy receivable is disclosed under "short-term loans and advances".

## xii. Revenue recognition

- a) Sale of goods is recognised net of returns and trade discounts, when the risk and rewards of ownership are transferred to the customers. Sales include amounts recovered towards excise duty and exclude sales tax/value added tax.
- b) Subsidy is recognised on the basis of the rates notified from time to time by the Government of India in accordance with the Nutrient Based Subsidy (NBS) policy on the quantity of fertilisers sold by the Company for the period for which notification has been issued and for the remaining period, based on estimates.
- c) Income from services rendered is recognised based on the agreements/arrangements with the concerned parties and when services are rendered.
- d) Export benefits under DEPB license and excise benefits are accounted for on accrual basis.



# NOTES (Contd.)

## xiii. Other income

- a) Dividend income from investments is accounted for in the year in which the right to receive the payment is established.
- b) Interest income is recognised on a time proportionate method, based on the transactional interest rates.

## xiv. Employee benefits

### a) Defined contribution plans

Contributions paid/payable to defined contribution plans comprising of Superannuation (under a scheme of Life Insurance Corporation of India) and Provident Funds for certain employees covered under the respective Schemes are recognised in the Statement of Profit and Loss each year.

The Company makes contributions to two Provident Fund Trusts for certain employees, at a specified percentage of the employees' salary. The Company has an obligation to make good the shortfall, if any, between the return from the investments of trust and the notified interest rates. Liability on account of such shortfall, if any, is provided for based on the actuarial valuation carried out as at the end of the year in accordance with AS 15 'Employee Benefits'.

### b) Defined benefit plans

Gratuity for certain employees is covered under a Scheme of Life Insurance Corporation of India (LIC) and contributions in respect of such scheme are recognised in the Statement of Profit and Loss. The liability as at the Balance Sheet date is provided for based on the actuarial valuation carried out as at the end of the year.

The Company makes contributions for Superannuation and Gratuity (for employees not covered under the LIC Scheme) to Trusts, which are recognised in the Statement of Profit and Loss. The Company's liability as at the Balance Sheet date is provided for based on the actuarial valuation as at the end of the year.

Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur.

### c) Other long term employee benefits

Other long term employee benefits comprise of leave encashment which is provided for based on the actuarial valuation carried out as at the end of the year.

### d) Short term employee benefits

Short term employee benefits including accumulated compensated absences as at the Balance Sheet date are recognised as an expense as per Company's schemes based on expected obligation on an undiscounted basis.

## xv. Borrowing costs

All borrowing costs are charged to the Statement of Profit and Loss except those that are attributable to the acquisition or construction of a qualifying asset.

## xvi. Leases

The Company's significant leasing arrangements are in respect of operating leases for premises that are cancelable in nature. The lease rentals under such agreements are recognised in the Statement of Profit and Loss as per the terms of the lease.

## xvii. Insurance claims

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

## xviii. Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation as a result of past events and when a reasonable estimate of the amount of obligation can be made. Contingent liabilities disclosed for (i) possible obligation which will be confirmed only by future events not wholly within the control of the Company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

## xix. Taxes on income

- a) Current tax is determined as the amount of tax payable in respect of taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.
- b) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset, if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.
- c) Deferred tax is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in subsequent periods, subject to consideration of prudence. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date.

## NOTES (Contd.)

### xx. Earnings per share

The earnings considered for ascertaining the Company's Earnings per Share (EPS) comprises the profit after tax. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted EPS comprises the weighted average shares considered for deriving basic EPS and also the weighted average number of equity shares that would be issued on the conversion of all dilutive potential equity shares. In case of dilutive options, the difference between the number of shares issuable and the number of shares that would be issued at fair value are treated as diluted potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

### xxi. Employee stock option

Stock options granted to the employees under the stock option scheme established are evaluated as per the accounting treatment prescribed by the Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 issued by Securities and Exchange Board of India ("SEBI") and the Guidance Note on Accounting for Employee Share - based Payments, issued by the Institute of Chartered Accountants of India. The Company follows the intrinsic value method of accounting for the options and accordingly, the excess of market value of the stock options as on date of grant over the exercise price of the options, if any, is recognised as deferred employee compensation and is charged to the Statement of Profit and Loss on graded vesting basis over the vesting period of the options. The unamortized portion of the deferred employee compensation, if any, is shown under Reserves and Surplus.

#### For and on behalf of the Board of Directors



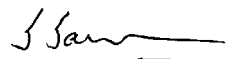
**V. Ravichandran**

Vice Chairman



**A. Vellayan**

Chairman



**S. Sankarasubramanian**

Chief Financial Officer



**P. Varadarajan**

Company Secretary

Place : Secunderabad

Date : 30 April 2015



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# CONSOLIDATED FINANCIAL STATEMENTS

Coromandel International Limited, its Subsidiaries  
and Jointly controlled entities

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# INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF COROMANDEL INTERNATIONAL LIMITED

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **COROMANDEL INTERNATIONAL LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31 March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associate and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and jointly controlled entities as at 31 March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Other Matter

We did not audit the financial statements/ financial information of ten subsidiaries, two jointly controlled entities whose financial statements/ financial information reflect total assets of ₹ 22,543 lakhs as at 31 March, 2015, total revenues of ₹ 2185 lakhs and net cash inflows of ₹ 141 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share



of net loss of ₹ 1 lakh for the year ended 31 March, 2015, as considered in the consolidated financial statements in respect of one associate, whose financial statements/ financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associate, is based solely on the reports of other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, based on the comments in the auditors' reports of the Holding Company, subsidiary companies and jointly controlled entities incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and jointly controlled entities incorporated in India, none of the directors of the Group companies, jointly controlled entities, incorporated in India is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities in accordance with the generally accepted accounting practice—also refer Note 29(b) and Note 38 to the consolidated financial statements;
  - ii. The Group, its associate and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. In respect of its subsidiary companies and jointly controlled entities there were no amounts which were required to be transferred to the Investor Education and Protection Fund.

For Deloitte Haskins & Sells  
Chartered Accountants  
(Firm's Registration No.008072S)



(Ganesh Balakrishnan)  
(Partner)

SECUNDERABAD, 30 April 2015 (Membership No. 201193)

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

Our reporting on the Order includes two subsidiary companies and two jointly controlled entities incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

(i) In respect of its fixed assets of the Holding Company, subsidiary companies and jointly controlled entities:

- (a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year where applicable, by the Management of the respective entities in accordance with a programme of verification, which in our opinion and opinion of other auditors, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(ii) In respect of the inventories of the Holding Company and jointly controlled entities incorporated in India:

- (a) As explained to us and the other auditors, inventories were physically verified during the year by the Management of the respective entities at reasonable intervals.
- (b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
- (c) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of their inventories and no material discrepancies were noticed on physical verification.

There are no inventories in the subsidiary companies, and accordingly, the other auditors have not reported on the same.

(iii) According to the information and explanations given to us, the Holding Company, has granted loans, to the extent included in the consolidated financial statements, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities. In respect of such loans:

- (a) Having regard to the rollover of the loans, receipts of principal amounts and interest have been regular / as per stipulations.
- (b) There is no overdue amount in excess of ₹ 1 lakh remaining outstanding as at the year-end.

As per the reports furnished by the auditors of the subsidiary companies and jointly controlled entities incorporated in India, these entities have not granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Holding Company, subsidiary companies and jointly controlled entities incorporated in India, commensurate with the size of the respective entities and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods and services and during the course of our and the other auditors audit no major weaknesses in such internal control system has been observed.

(v) According to the information and explanations given to us, the Holding Company, subsidiary companies and jointly controlled entities incorporated in India have not accepted any deposit during the year. In respect of unclaimed deposits, the Holding Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.

(vi) According to the information and explanations given to us and the other auditors, in our opinion and the opinion of the other auditors, the Holding Company and jointly controlled entity incorporated in India have, *prima facie*, made and maintained the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under subsection (1) of Section 148 of the Companies Act, 2013. Neither we nor the other auditors have, however, made a detailed examination of the cost records with a view to determine whether they are accurate or complete. As per





the reports furnished by the other auditors of subsidiary companies incorporated in India, maintenance of cost accounting records are not applicable to such companies.

(vii) According to the information and explanations given to us, in respect of statutory dues of the Holding Company, subsidiary companies and jointly controlled entities incorporated in India:

(a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31 March 2015 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the Amount relates	Amount involved (₹ in Lakhs)
The Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	1993-1994, 2005-06 to 2008-09	166
		Commissioner of Income Tax (Appeals)	2004-2005, 2005-06, 2007-2008 to 2011-2012	672
West Bengal Sales Tax Act, 1994	Sales tax	Assistant Commissioner (Appeals)	2002-2003	4
		Sales Tax Appellate Tribunal	2008-2009	14
		Senior Joint Commissioner Commercial	2012-2013	1019
Andhra Pradesh General Sales Tax Act, 1957	Sales tax	Additional Commissioner Legal	1995-1996 to 1997-1998	27
		Sales Tax Appellate Tribunal	2000-2001 to 2003-2004 and 2005-2006	70
		Additional Deputy Commissioner	2010-2011	7
Uttar Pradesh Value Added Tax Act, 2008	Sales tax	Sales Tax Appellate Tribunal	2005-2006 to 2007-2008	1
		Additional Commissioner (Appeals)	2008-2009	111
Maharashtra Value Added Tax Act, 2002	Sales tax	Joint Commissioner	2006-2007	18
Electricity Supply Act, 1948	Electricity Cess	High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh	2003-2012	158
Central Excise Act, 1944	Excise duty	High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh	2003-2004	241

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the Amount relates	Amount involved (₹ in Lakhs)
		High Court of Judicature at Madras	2001-2003	7
		CESTAT	1998-2000, 2001-2002, 2002-2003, 2004-2005 to 2009-2010, March 2011 to January 2012, February 2012 to September 2012 and July 2012 to February 2013	7247
		Commissioner (Appeals)	2004 – 2005	3
The Customs Act, 1962	Customs duty	CESTAT	1998-1999	11
		Commissioner of Customs(Appeals)	2009-2010	23
			2007-2008	28
			2005-2006 to 2010-2011	344
The Finance Act, 1994	Service tax	Commissioner (Appeals)	2008-2009 to 2010-2011	26
		CESTAT	May 2011 to January 2014	122
		High Court of Judicature at Madras	2003-2004	2

(d) The Holding Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time. As per the reports furnished by other auditors of subsidiary companies and jointly controlled entities, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by such entities.

(viii) The Group and jointly controlled entities does not have consolidated accumulated losses at the end of the financial year and the Group and jointly controlled entities have not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.

(ix) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, having regard to the rollover of buyer's credit by banks, the Holding Company, subsidiary companies and jointly controlled entities incorporated in India have not defaulted in the repayment of dues to financial institutions and banks. The Holding Company, subsidiary companies, associate companies and jointly controlled entities incorporated in India have not issued any debentures.

(x) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the terms and conditions of the guarantees given by the Holding Company, subsidiary

companies and jointly controlled entities incorporated in India for loans taken by others outside of the Group from banks and financial institutions are not, *prima facie*, prejudicial to the interests of the Group.

(xi) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied by the Holding Company, subsidiary companies and jointly controlled entities incorporated in India during the year for the purposes for which they were obtained.

(xii) To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India and no material fraud on the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India has been noticed or reported during the year.

For Deloitte Haskins & Sells  
Chartered Accountants  
(Firm's Registration No.008072S)



(Ganesh Balakrishnan)  
(Partner)

SECUNDERABAD, 30 April, 2015

(Membership No. 201193)



# CONSOLIDATED BALANCE SHEET

as at 31 March 2015

(₹ in Lakhs)

	Note	As at 31 March 2015	As at 31 March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share capital	1	2913	2832
(b) Share capital suspense	1A	-	26
(c) Reserves and surplus	2	217288	225264
		<b>220201</b>	<b>228122</b>
<b>2. Minority interest</b>			
			<b>2538</b>
<b>3. Non-current liabilities</b>			
(a) Long-term borrowings	3	6681	26685
(b) Deferred tax liabilities (net)	4	18754	18896
(c) Other long-term liabilities	5	3001	3009
(d) Long-term provisions	6	1678	1724
		<b>30114</b>	<b>50314</b>
<b>4. Current liabilities</b>			
(a) Short-term borrowings	7	203928	140429
(b) Trade payables	8	308798	270810
(c) Other current liabilities	9	62530	50713
(d) Short-term provisions	10	10597	17550
		<b>585853</b>	<b>479502</b>
<b>TOTAL</b>		<b>836168</b>	<b>760476</b>
<b>II. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	11(a)	136614	136994
(ii) Intangible assets	11(b)	1313	1582
(iii) Capital work-in-progress		3861	7440
(iv) Intangible assets under development		789	-
		<b>142577</b>	<b>146016</b>
(b) Goodwill on consolidation	43(d)	32	34829
(c) Non-current investments	12	35197	34158
(d) Long-term loans and advances	13	6891	7768
		<b>184697</b>	<b>222771</b>
<b>2. Current assets</b>			
(a) Current investments	14	20	19
(b) Inventories	15	225922	175288
(c) Trade receivables	16	144638	148345
(d) Cash and bank balances	17	31758	47216
(e) Short-term loans and advances	18	248775	165420
(f) Other current assets	19	358	1417
		<b>651471</b>	<b>537705</b>
<b>TOTAL</b>		<b>836168</b>	<b>760476</b>
See accompanying notes forming part of the consolidated financial statements			

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants



Ganesh Balakrishnan

Partner

Place : Secunderabad

Date : 30 April 2015

For and on behalf of the Board of Directors



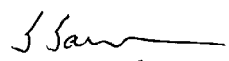
V. Ravichandran

Vice Chairman



A. Vellayan

Chairman



S. Sankarasubramanian

Chief Financial Officer



P. Varadarajan

Company Secretary

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2015

(₹ in Lakhs)

	Note	For the year ended 31 March 2015	For the year ended 31 March 2014
<b>I. Revenue</b>			
Revenue from operations			
Sales (gross)		824976	728408
Less: Excise duty		17058	15718
Sales (net)		807918	712690
Government subsidies		316577	285943
Other operating revenue	20	6148	6688
		1130643	1005321
Other income	21	5660	6076
<b>Total revenue</b>		<b>1136303</b>	<b>1011397</b>
<b>II. Expenses</b>			
Cost of materials consumed		710930	635205
Purchases of stock-in-trade		192150	122660
Changes in inventories of finished goods, work-in-process and stock-in-trade	22	(40834)	(9809)
Employee benefits expense	23	27794	27049
Finance costs	24	20959	24026
Depreciation and amortisation expense	11(a)/11(b)	10457	9608
Other expenses	25	155255	149692
<b>Total expenses</b>		<b>1076711</b>	<b>958431</b>
<b>III. Profit before exceptional items, tax and minority interest (I - II)</b>		<b>59592</b>	<b>52966</b>
<b>IV. Exceptional item</b>	38	394	1261
<b>V. Profit before tax and minority interest (III - IV)</b>		<b>59198</b>	<b>51705</b>
<b>VI. Tax expense:</b>			
Current tax		18785	16190
Minimum Alternate Tax (MAT) credit		-	(740)
Deferred tax		234	(239)
		19019	15211
<b>VII. Profit after tax and before minority interest (V - VI)</b>		<b>40179</b>	<b>36494</b>
<b>VIII. Minority interest</b>		-	840
<b>IX. Profit attributable to equity shareholders (VII - VIII)</b>		<b>40179</b>	<b>35654</b>
Earnings per equity share of ₹1/- each	28		
Basic ₹		13.80	12.46
Diluted ₹		13.77	12.44
See accompanying notes forming part of the consolidated financial statements			

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants



Ganesh Balakrishnan

Partner

Place : Secunderabad

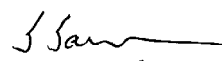
Date : 30 April 2015

For and on behalf of the Board of Directors



V. Ravichandran

Vice Chairman



S. Sankarasubramanian

Chief Financial Officer



A. Vellayan

Chairman



P. Varadarajan

Company Secretary



# CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March 2015

(₹ in Lakhs)

	For the year ended 31 March 2015	For the year ended 31 March 2014
<b>Cash flow from operating activities</b>		
Profit before tax	<b>59198</b>	<b>51705</b>
Adjustments for:		
Exceptional item	394	1261
Depreciation and amortisation expense	10457	9608
Loss on sale/ scrap of fixed assets	274	241
Exchange differences (net)	9773	9210
Provision for doubtful trade receivables and other liabilities no longer required, written back	(117)	(534)
Provision for doubtful trade and other receivables, loans and advances	1360	738
Trade and other receivables written off	16	77
Provision for employee benefits	130	(50)
Finance costs	20959	24026
Interest income	(4910)	(5442)
Dividend income	(119)	(459)
<b>Operating profit before working capital changes</b>	<b>97415</b>	<b>90381</b>
<i>Changes in working capital:</i>		
Trade payables	36604	38773
Other current liabilities	4846	(2925)
Other long-term liabilities	(8)	(18)
Trade receivables	2158	32889
Inventories	(50634)	(27856)
Long-term loans and advances	248	(182)
Short-term loans and advances	(69402)	24367
Balances in margin money/ deposit accounts	1629	1781
<b>Cash generated from operations</b>	<b>22856</b>	<b>157210</b>
Direct taxes paid (net of refunds)	(14247)	(11123)
<b>Net cash flow from operating activities (A)</b>	<b>8609</b>	<b>146087</b>
<b>Cash flows from investing activities</b>		
Purchase of fixed assets, including capital work-in-progress and capital advances	(9476)	(11347)
Proceeds from sale of fixed assets	263	209
Purchase of non-current investments, including subsidiaries*	(185)	(8461)
Acquisition of business undertaking	-	(1163)
Amount transferred (to)/from Escrow accounts	204	-
Inter-corporate deposits placed	(49500)	(75250)
Inter-corporate deposits matured	31000	85250
Purchase of current investments - mutual fund units	(86700)	(269000)
Proceeds from sale of current investments - mutual fund units	86700	269000
Interest received	5969	5284
Dividend received from current and non-current investments	119	459
<b>Net cash used in investing activities (B)</b>	<b>(21606)</b>	<b>(5019)</b>
*net of ₹Nil (2014: ₹3493 lakhs) realised		

# CONSOLIDATED CASH FLOW STATEMENT (Contd.)

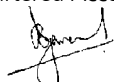
(₹ in Lakhs)

	For the year ended 31 March 2015	For the year ended 31 March 2014
<b>Cash flow from financing activities</b>		
Proceeds from issue of equity shares on exercise of employee stock option	326	57
Redemption of preference shares	-	(500)
Proceeds from long-term borrowings	-	1500
Redemption of bonus debentures	-	(42423)
Repayment of long-term borrowings	(19004)	(6766)
Increase/ (decrease) in short-term borrowings	55933	(44687)
Amounts transferred to earmarked dividend account	(5825)	-
Dividend paid and tax thereon	(16254)	(15111)
Interest and other borrowing costs paid	(21591)	(26487)
<b>Net cash used in financing activities (C)</b>	<b>(6415)</b>	<b>(134417)</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A + B + C)</b>	<b>(19412)</b>	<b>6651</b>
Cash and cash equivalents at the beginning of the year	41049	37501
Cash and cash equivalents derecognised	-	(3128)
Exchange gain on cash and cash equivalents	16	25
<b>Cash and cash equivalents at the end of the year</b>	<b>21653</b>	<b>41049</b>
<b>Notes:</b>		
1. Cash Flow Statement has been prepared under the Indirect method as set out in the Accounting Standard 3 on Cash Flow Statements. Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.		
2. Reconciliation of Cash and cash equivalents at the end of the year with Cash and bank balances as per Note 17:		
Cash and bank balances as per Note 17	31758	47216
Less: Balances in earmarked accounts		
- Dividend accounts	7335	1394
- Bonus debenture redemption and interest accounts	726	896
- Escrow account	2021	2225
- Margin money/ deposit accounts	23	1652
Cash and cash equivalents at the end of the year	<b>21653</b>	<b>41049</b>
<b>See accompanying notes forming part of the consolidated financial statements</b>		

**In terms of our report attached**

**For Deloitte Haskins & Sells**

Chartered Accountants



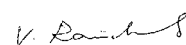
**Ganesh Balakrishnan**

Partner

Place : Secunderabad

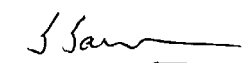
Date : 30 April 2015

**For and on behalf of the Board of Directors**



**V. Ravichandran**

Vice Chairman



**S. Sankarasubramanian**

Chief Financial Officer



**A. Vellayan**

Chairman



**P. Varadarajan**

Company Secretary



# NOTES

## forming part of the consolidated financial statements

### Note 1: Share capital

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
<b>Authorised</b>		
35,00,00,000 (2014: 35,00,00,000) equity shares of ₹ 1/- each	3500	3500
50,00,000 (2014: 50,00,000 ) Cumulative redeemable preference shares of ₹10/- each	500	500
<b>Total</b>	<b>4000</b>	<b>4000</b>
<b>Issued, subscribed and fully paid up</b>		
29,12,50,357 (2014: 28,31,81,822) equity shares of ₹ 1/- each	2913	2832

#### Notes:

#### (i) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the year:

##### (a) Equity shares:

	Year ended 31 March 2015		Year ended 1 March 2014	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Per last Balance Sheet	283181822	2832	283057818	2831
Add: Equity shares allotted pursuant to exercise of stock options/ on amalgamation of subsidiary*	8068535	81	124004	1
Balance at the end of the year	291250357	2913	283181822	2832

\*for the current year, 1,85,132 equity shares allotted pursuant to exercise of stock options and in respect of 78,83,403 refer note (v) below

##### (b) Preference shares:

	Year ended 31 March 2015		Year ended 31 March 2015	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Per last Balance Sheet	-	-	-	-
Add: On Amalgamation	-	-	5000000	500
Less: Redeemed during the year	-	-	5000000	500
Balance at the end of the year	-	-	-	-

#### (ii) Rights, preferences and restrictions relating to each class of share capital:

**Equity shares:** The Company has one class of equity shares having a face value of ₹1/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

**Cumulative redeemable preference shares:** The Company has a class of cumulative redeemable preference shares having face value of ₹10/- each with such rights, privileges and conditions respectively attached thereto as may be from time to time confirmed by the regulations of the Company. Pursuant to the Scheme of Amalgamation, the cumulative redeemable preference shares carry cumulative dividend of 8% per annum in relation to capital paid upon them and are on original terms and conditions in which they were issued by erstwhile Liberty Phosphate Limited, the amalgamating company.

(iii) As at 31 March 2015, E.I.D Parry (India) Limited (Holding Company) held 17,71,55,580 (2014: 17,71,55,580) equity shares of ₹1/- each fully paid-up representing 60.83% (2014: 62.56%) of the paid-up capital. There are no other shareholders holding more than 5% of the issued capital.

(iv) As at 31 March 2015, shares reserved for issue under the 'ESOP 2007' scheme is 92,12,918 (2014: 93,98,050) equity shares of ₹1/- each (refer Note 27).

#### (v) Details of bonus shares issued, shares issued for consideration other than cash during the period of five years immediately preceeding the reporting date:

During the year ended 31 March 2015:

- 25,74,193 equity shares of ₹1/- each fully paid-up were allotted to the shareholders of erstwhile Liberty Phosphate Limited (LPL) in the proportion of 7 equity shares of ₹1/- each in the Company for every 8 equity shares of ₹10/- each held in LPL pursuant to the Scheme of Amalgamation between LPL and the Company.
- 53,09,210 equity shares of ₹1/- each fully paid-up were allotted to the shareholders of erstwhile Sabero Organics Gujarat Limited (Sabero) in the proportion of 5 equity shares of ₹1/- each in the Company for every 8 equity shares of ₹10/- each held in Sabero pursuant to the Scheme of Amalgamation between Sabero and the Company (Refer Note 26).



# CONSOLIDATED NOTES (Contd.)

## Note 1A: Share capital suspense

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
Nil (2014: 25,74,193) equity shares of ₹1/- each fully paid-up to be issued to the members of erstwhile Liberty Phosphate Limited (LPL) pursuant to the Amalgamation of LPL with the Company	-	26

## Note 2: Reserves and surplus

<b>(i) Capital reserve (on Amalgamation)</b>		
Per last Balance Sheet	37	13602
Less: Utilised during the year	-	13565
	<b>37</b>	<b>37</b>
<b>(ii) Capital reserve</b>		
Per last Balance Sheet	126	19
Add: On amalgamation (Refer Note 26)	16	-
On consolidation of subsidiary	188	107
	<b>330</b>	<b>126</b>
<b>(iii) Capital redemption reserve</b>		
Per last Balance Sheet	986	486
Add: Transfer from general reserve	-	500
	<b>986</b>	<b>986</b>
<b>(iv) Securities premium account</b>		
Per last Balance Sheet	8860	7549
Add: On amalgamation (Refer Note 26)	1371	1255
Received on exercise of employee stock options	324	56
	<b>10555</b>	<b>8860</b>
<b>(v) Debenture redemption reserve</b>		
Per last Balance Sheet	-	2553
Less: Transferred to surplus in Consolidated Statement of Profit and Loss	-	2553
	-	-
<b>(vi) Central subsidy</b>		
Per last Balance Sheet	<b>11</b>	<b>11</b>
<b>(vii) Foreign currency translation reserve</b>		
Per last Balance Sheet	3908	2570
Add: Movement during the year (net)	880	1338
	<b>4788</b>	<b>3908</b>



# CONSOLIDATED NOTES (Contd.)

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
<b>(viii) Hedging reserve account</b>		
Created during the year	-	(967)
Add: Effect of foreign exchange rate variations on hedging instruments outstanding at the end of the year	-	-
Transferred to Consolidated Statement of Profit and Loss	-	967
	-	-
<b>(ix) General reserve</b>		
Per last Balance Sheet	146559	140496
Add: Transferred from surplus in Consolidated Statement of Profit and Loss	30000	25000
Less: Utilised during the year for:		
Adjusted on amalgamation (net) (Refer Note 26)	36219	18437
Transfer to capital redemption reserve	-	500
	<b>140340</b>	<b>146559</b>
<b>(x) Surplus in the Consolidated Statement of Profit and Loss</b>		
Per last Balance Sheet	64792	49555
Add: Profit for the year	40179	35654
On amalgamation (Refer Note 26)	1767	17039
Transferred from debenture redemption reserve	-	2553
Less: Transferred to general reserve	30000	25000
Depreciation on transition to Schedule II of the Companies Act, 2013 (net of deferred tax) Refer Note 42(c)	729	-
Interim dividend	5825	-
Proposed final dividend	7281	12859
Dividend on preference shares of a subsidiary	-	38
Dividend distribution tax [includes ₹Nil( 2014: ₹(80) lakhs on final dividend of a subsidiary for 2012-13]	2647	2112
	<b>60256</b>	<b>64792</b>
<b>(i)+(ii)+(iii)+(iv)+(v)+(vi)+(vii)+(viii)+(ix)+(x)</b>	<b>217303</b>	<b>225279</b>
Less: Amalgamation adjustment account	<b>(15)</b>	<b>(15)</b>
	<b>217288</b>	<b>225264</b>

## Note 3: Long-term borrowings

<b>Secured</b>		
Term Loans		
Banks	6109	26685
Others	572	-
	<b>6681</b>	<b>26685</b>

### Notes:

The term loans from banks primarily comprise of External Commercial Borrowings (ECB) secured by pari passu charge on fixed assets of Visakhapatnam and Kakinada plants. These ECBs carry interest rates with spread ranging 155 bps to 215 bps over 3 months LIBOR, are repayable over the next three years and have been fully hedged for exchange and interest rates. Certain ECBs amounting to ₹728 lakhs taken over from erstwhile Sabero are secured by way of first pari passu charge on the entire fixed assets and second pari passu charge on the entire current assets of Sarigam and Dahej plants of the Company. These ECB carry interest rates with spread of 300bps over 6 months LIBOR and are repayable in the next year.

Foreign currency term loan (FCTL) and rupee term loan from a financial institution amounting ₹1334 lakhs (including current maturities) which are taken over from erstwhile Sabero are secured by way of first pari passu charge on the entire fixed assets and second pari passu charge on the entire current assets of Sarigam and Dahej plants of the Company. Rupee term loan carries interest of 11% and is repayable over the next two years and the FCTL carry interest rates with spread of 450bps over 6 months LIBOR and is repayable over the next two years.

# CONSOLIDATED NOTES (Contd.)

## Note 4: Deferred tax liabilities (net)

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
Deferred tax liability:		
On account of depreciation	22036	23576
Deferred tax asset:		
On employees separation and retirement costs	856	724
On provision for doubtful trade and other receivables, loans and advances	1569	1129
On statutory dues allowable on payment basis	423	422
On unabsorbed business losses	3	1799
Other timing differences	431	606
	<b>3282</b>	<b>4680</b>
<b>Deferred tax liabilities (net)*</b>	<b>18754</b>	<b>18896</b>

\*As at 31 March 2015, after adjusting ₹375 lakhs to opening Surplus in Consolidated Statement of Profit and Loss on account of transitional provisions of Schedule II of 2013 Act. Refer Note 42(c)

## Note 5: Other long-term liabilities

Security deposits	3001	3009
	<b>3001</b>	<b>3009</b>

## Note 6: Long-term provisions

Gratuity	108	175
Compensated absences	1098	1096
Other employee benefits	472	453
	<b>1678</b>	<b>1724</b>

## Note 7: Short-term borrowings

Loans repayable on demand from banks		
Secured	73654	65196
Unsecured	99686	51930
Short-term loans from banks		
Secured	588	1853
Unsecured	30000	21450
	<b>203928</b>	<b>140429</b>

Notes:

- Secured short-term borrowings comprises cash credit balances secured by a pari-passu charge on stocks of raw materials, work-in-process, finished goods, stores and spare parts and book debts including subsidy receivable of the Company. Further, certain short-term borrowings taken over from erstwhile Sabero are secured by first pari-passu charge on certain movable and immovable assets of the Company; certain cash credit loans are further secured by way of second pari-passu charge on certain movable fixed assets of the Company. In case of Coromandel SQM (India) Private Limited, a joint venture, the borrowings are secured by a first pari-passu charge on the entire current assets of the joint venture.
- Unsecured loans repayable on demand comprises of buyers credit denominated in foreign currency and unsecured short-term loans from bank comprise of commercial paper.



# CONSOLIDATED NOTES (Contd.)

## Note 8: Trade payables

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
Acceptances	175847	129975
Other than acceptances	132951	140835
	<b>308798</b>	<b>270810</b>

## Note 9: Other current liabilities

Current maturities of long-term debt (Refer Note (i) below)	18172	17172
Interest accrued but not due on borrowings	162	734
Interest accrued but not due on others	2277	1943
Advances from customers	3760	2477
Unclaimed dividends (Refer Note (iii) below)	1510	1394
Unclaimed bonus debentures and interest (Refer Note (iii) below)	726	852
Interim dividend payable	5825	-
Security and trade deposits received	9457	8585
Payables on purchase of fixed assets	1698	1730
Other liabilities (including statutory remittances) (Refer Note (ii) below)	18943	15826
	<b>62530</b>	<b>50713</b>

### Notes:

- (i) Refer Note 3 - Long-term borrowings for details of security.
- (ii) Other liabilities also include indemnity amounts aggregating ₹2021 lakhs (2014: ₹2225 lakhs) held back in accordance with the share purchase agreements in respect of acquisitions and other amounts payable on contractual terms ₹11538 lakhs (2014: ₹10199 lakhs)
- (iii) There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

## Note 10: Short-term provisions

Employee benefits	671	495
Current tax (net of advance tax)	1163	1966
Proposed final dividend on equity shares	7281	12859
Proposed dividend on cumulative redeemable preference shares	-	38
Tax on proposed dividend	1482	2192
	<b>10597</b>	<b>17550</b>

**CONSOLIDATED NOTES** *(Contd.)*

**Note 11(a): Tangible assets**

[illegible]

**Notes:**

(a) Lease deed in respect of land admeasuring 9.80 acres taken on lease from Visakhapatnam Port Trust by the erstwhile Godavari Fertilisers and Chemicals Limited is pending execution.

(b) Adjustment for the year includes depreciation of ₹1104 lakhs on account of transition to Schedule II of 2013 Act adjusted against opening retained earnings. Refer Note 42(c).

**Note 11(b): Intangible assets**

[illegible]

Depreciation and amortisation expense for the year

Previous year

10457

9608

# CONSOLIDATED NOTES (Contd.)

(₹ in Lakhs)

## Previous year: 2013-14 Note 11(a): Tangible assets

Description	COST or VALUATION				DEPRECIATION / AMORTISATION					NET BOOK VALUE		
	As at 1 April 2013	Additions	Deductions/ Adjustments	Effect of translation	As at 31 March 2014	Upto 1 April 2013	For the year	On Deductions/ Adjustments	Effect of translation	Upto 31 March 2014	As at 31 March 2014	As at 31 March 2013
Land												
- Freehold	26363	320	(18)	-	26701	-	-	-	-	-	26701	26363
- Leasehold	3430	520	119	-	3831	332	47	(4)	-	383	3448	3098
Buildings	22138	2038	753	-	23423	4228	633	168	-	4693	18730	17910
Roads	1465	196	-	-	1661	242	27	(1)	-	270	1391	1223
Railway siding	2540	93	7	-	2626	391	114	6	-	499	2127	2149
Plant and equipment												
- Research and development	759	111	18	-	852	169	91	14	-	246	606	590
- Others	144575	6243	1101	(1)	149716	62081	7341	1037	-	68385	81331	82494
Office equipment												
- Research and development	7	-	-	-	7	6	-	-	-	6	1	1
- Others	3789	407	65	-	4131	2604	486	76	-	3014	1117	1185
Furniture and fixtures												
- Research and development	26	-	-	-	26	8	3	-	-	11	15	18
- Others	3270	111	59	-	3322	2183	375	43	-	2515	807	1087
Vehicles	2091	254	234	-	2111	1247	265	121	-	1391	720	844
<b>Total</b>	<b>210453</b>	<b>10293</b>	<b>2338</b>	<b>(1)</b>	<b>218407</b>	<b>73491</b>	<b>9382</b>	<b>1460</b>	<b>-</b>	<b>81413</b>	<b>136994</b>	<b>136962</b>
Capital work-in-progress											7440	42008

### Notes:

- (a) Lease deed in respect of land admeasuring 9.80 acres taken on lease from Visakhapatnam Port Trust by the erstwhile Godavari Fertilisers and Chemicals Limited is pending execution.
- (b) Additions to fixed assets include assets taken over pursuant to acquisition of business undertaking of Tungabhadra Fertilizers and Chemicals Company Limited on slump sale basis.

## Note 11(b): Intangible assets

(₹ in Lakhs)

Description	COST or VALUATION				DEPRECIATION / AMORTISATION					NET BOOK VALUE		
	As at 1 April 2013	Additions	Deductions/ Adjustments	Effect of translation	As at 31 March 2014	Upto 1 April 2013	For the year	On Deductions/ Adjustments	Effect of translation	Upto 31 March 2014	As at 31 March 2014	As at 31 March 2013
Technical know-how	725	-	-	-	725	143	90	-	-	233	492	582
Product development	1364	57	-	-	1421	252	112	-	14	378	1043	1112
Software	149	2	6	-	145	83	24	-	(9)	98	47	66
<b>Total</b>	<b>2238</b>	<b>59</b>	<b>6</b>	<b>-</b>	<b>2291</b>	<b>478</b>	<b>226</b>	<b>-</b>	<b>5</b>	<b>709</b>	<b>1582</b>	<b>1760</b>

Depreciation and amortisation expense for the year 2013-14

9608

# CONSOLIDATED NOTES (Contd.)

## Note 12: Non-current investments

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
(At cost unless otherwise stated)		
<b>I. Trade - unquoted</b>		
<b>Prathyusha Chemicals and Fertilisers Limited</b>		
10,01,000 (2014: 10,01,000) Equity shares of ₹10/- each, fully paid-up	143	143
Less: Provision for diminution in value [Refer Note (i) below]	141	141
	2	2
<b>Indian Potash Limited</b>	5	5
90,000 (2014: 90,000) Equity shares of ₹10/- each, fully paid-up		
<b>Foskor (Pty) Limited</b>	17295	16440
12,82,070 (2014: 12,82,070) Ordinary shares of South African Rand 1 each fully paid-up		
<b>Murugappa Management Services Limited</b>	73	73
16,139 (2014: 16,139) Equity shares of ₹100/- each fully paid up		
<b>Bharuch Enviro Infrastructure Limited</b>	2	2
16,100 (2014: 16,100) Equity shares of ₹10/- each, fully paid-up		
<b>Narmada Clean Tech</b>	28	28
2,75,000 (2014: 2,75,000) Equity shares of ₹10/- each, fully paid-up		
<b>A.P.Gas Power Corporation Limited</b>	8300	8300
53,92,160 (2014: 53,92,160) Equity shares of ₹10 each fully paid-up		
<b>Tunisian Indian Fertilisers S.A.</b>	8514	8514
33,75,000 (2014: 33,75,000) Ordinary shares of Tunisian Dinars (TND) 10 each, fully paid up [Refer Note (iv) below]		
<b>Sabero Organics Philippines Asia Inc. - Associate</b>	*	*
318 (2014: 318) Equity shares of PHP\$100/- each fully paid-up		
<b>Nandesari Environment Control Limited</b>	*	*
2,000 (2014: 400) Equity shares of ₹10 each, fully paid-up		
	34219	33364
<b>II. Trade - Quoted</b>		
<b>Rama Phosphate Limited</b>	10	10
13,719 (2014: 13,719) Equity shares of ₹10 each fully paid-up		
<b>III. Other investments - Quoted</b>		
<b>Coromandel Engineering Company Limited</b>	500	500
25,00,100 (2014: 25,00,100) Equity shares of ₹10 each fully paid-up		
<b>IV. Other investments - Unquoted</b>		
<b>Faering Capital India Evolving Fund</b>	468	284
46,832 (2014: 28,427) Units of ₹1,000/- each, fully paid-up		
<b>Total Non-current investments (I+II+III+IV)</b>	<b>35197</b>	<b>34158</b>

\*less than a lakh

### Notes:

- Aggregate amount of provision made for other than temporary diminution ₹141 lakhs (2014: ₹141 lakhs).
- Aggregate market value of listed and quoted investments and carrying cost thereof is ₹1047 lakhs (2014: ₹962 lakhs) and ₹510 lakhs (2014: ₹510 lakhs) respectively.
- Aggregate carrying cost of unquoted investments is ₹34687 lakhs (2014: ₹33648 lakhs).
- The Ordinary shares of Tunisian Indian Fertilisers S.A., Tunisia (TIFERT) held by the Company have been pledged to secure the obligations of TIFERT to their lenders.





# CONSOLIDATED NOTES (Contd.)

## Note 13: Long-term loans and advances

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
(Unsecured and considered good)		
Capital advances	1220	855
Minimum Alternate Tax (MAT) credit	30	749
Advance income tax	16	291
Deposits	2765	3080
Others*	2860	2793
	<b>6891</b>	<b>7768</b>

\*includes loan amounting ₹2551 lakhs to TIFERT which is compulsorily convertible to equity shares at the end of three years from November 2012.

## Note 14: Current investments

(At lower of cost and fair value)		
<b>Quoted</b>		
<b>Ashnoor Textile Mills Limited</b>	*	*
238 (2014: 238) Equity shares of ₹10/- each, fully paid-up		
<b>I G Petrochemicals Limited</b>	4	4
13,000 (2014: 13,000) Equity shares of ₹10/- each, fully paid-up		
<b>Canara Robecco Gold Saving Fund</b>	14	14
1,49,284.652 (2014: 1,49,284.652) Units of ₹10/- each		
<b>Unquoted</b>		
<b>UTI Master Shares</b>	*	*
1,000 (2014: 1,000) Shares of ₹10/- each, fully paid-up		
<b>Government securities</b>	2	1
	<b>20</b>	<b>19</b>

Notes:

\*less than a lakh

- Aggregate market value and carrying cost of quoted investments is ₹20 lakhs (2014: ₹18 lakhs) and ₹18 lakhs (2014: ₹18 lakhs) respectively
- Aggregate carrying cost of unquoted investments is ₹2 lakh (2014: ₹1 lakh)

## Note 15: Inventories

(Refer Note 45(xi))		
Raw materials	70411	60546
Raw materials in-transit	18509	18704
Work-in-process	5141	1826
Finished goods	80264	61612
Stock-in-trade	44745	25878
Packing materials	3045	2510
Stores and spare parts	3807	4212
	<b>225922</b>	<b>175288</b>

# CONSOLIDATED NOTES (Contd.)

(₹ in Lakhs)

## Note 16: Trade receivables

	As at 31 March 2015	As at 31 March 2014
(Considered good, unless otherwise stated)		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured	1296	1555
Unsecured	11686	25256
Unsecured, considered doubtful	4498	3178
	17480	29989
Less: Provision for doubtful trade receivables	4498	3178
(A)	12982	26811
Other trade receivables		
Secured	5257	4379
Unsecured	126399	117155
(B)	131656	121534
(A+B)	144638	148345

## Note 17: Cash and bank balances

<b>Cash and cash equivalents</b>		
Cash on hand	230	171
Balances with banks:		
On Current accounts	16373	21333
On Deposit accounts	5050	19545
	21653	41049
<b>Other bank balances</b>		
In earmarked accounts:		
Dividend accounts	7335	1394
Bonus debenture redemption and interest accounts	726	896
Escrow accounts [Refer note (ii) below]	2021	2225
Margin money/ deposit accounts [Refer note (iii) below]	23	1652
	10105	6167
	31758	47216

### Notes:

- Cash and cash equivalents as above meet the definition of cash and cash equivalents as per AS 3 'Cash Flow Statements'.
- Represents indemnity amounts aggregating ₹2021 lakhs (2014: ₹2225 lakhs) held back in accordance with the share purchase agreements in respect of acquisitions.
- Margin money/ deposit accounts includes ₹9 lakhs (2014: ₹113 lakhs) deposits which have a original maturity of more than 12 months and ₹Nil (2014: ₹63 lakhs) given as first pari-passu charge to consortium member banks against working capital facility.



# CONSOLIDATED NOTES *(Contd.)*

## Note 18: Short-term loans and advances

(₹ in Lakhs)

	As at 31 March 2015	As at 31 March 2014
(Unsecured and considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
Considered good	15918	14757
Considered doubtful	92	52
	16010	14809
Less: Provision for doubtful advances	92	52
	15918	14757
Government subsidies receivable	178940	111225
Loans and advances to related parties (Refer Note 35)	487	519
Minimum Alternate Tax (MAT) credit	-	4347
Inter-corporate deposits	47000	28500
Others	6430	6072
	<b>248775</b>	<b>165420</b>

## Note 19: Other current assets

	As at 31 March 2015	As at 31 March 2014
6.20% Fertiliser Companies' Government of India Special Bonds 2022	*	*
10,000 (2013: 10,000) bonds of ₹100/- each		
6.65% Fertiliser Companies' Government of India Special Bonds 2023	*	*
5,000 (2013: 5,000) bonds of ₹100/- each		
	-	-
Interest accrued but not due on deposits, loans, others	358	1417
	<b>358</b>	<b>1417</b>

\*less than a lakh

## Note 20: Other operating revenue

	For the year ended 31 March 2015	For the year ended 31 March 2014
Service income	174	190
DEPB income/ excise benefits	3652	3490
Provision for doubtful trade receivables and other liabilities no longer required, written back	117	534
Others	2205	2474
	<b>6148</b>	<b>6688</b>

# CONSOLIDATED NOTES (Contd.)

## Note 21: Other income

(₹ in Lakhs)

	For the year ended 31 March 2015	For the year ended 31 March 2014
Interest on loans/ deposits etc.	4910	5442
Dividend income		
from current investments	116	457
from non-current investments	3	2
Others	631	175
	<b>5660</b>	<b>6076</b>

## Note 22: Changes in inventories of finished goods, work-in-process and stock-in-trade

As at 1 April		
Work-in-process	1826	1308
Finished goods	61612	51937
Stock-in-trade	25878	26099
	89316	79344
Add: On acquisition of business undertaking	-	163
Less: As at 31 March		
Work-in-process	5141	1826
Finished goods	80264	61612
Stock-in-trade	44745	25878
	<b>130150</b>	<b>89316</b>
	<b>(40834)</b>	<b>(9809)</b>

## Note 23: Employee benefits expense

Salaries, wages and bonus	23333	22844
Contribution to provident and other funds	1939	1927
Staff welfare expenses	2522	2278
	<b>27794</b>	<b>27049</b>

## Note 24: Finance costs

Interest expense	20345	23321
Other borrowing costs and bank charges	614	705
	<b>20959</b>	<b>24026</b>



# CONSOLIDATED NOTES (Contd.)

## Note 25: Other expenses

(₹ in Lakhs)

	For the year ended 31 March 2015	For the year ended 31 March 2014
Consumption of stores and spare parts	6324	6367
Power, fuel and water	23895	20710
Rent	2692	2087
Repairs to:		
Buildings	321	221
Machinery	2374	2528
Others	1304	1089
Insurance	632	523
Rates and taxes	864	1148
Increase/ (decrease) in excise duty on finished goods inventory	1460	389
Freight and distribution	69519	61616
Exchange differences (net)	17544	25743
Loss on sale/discarding of fixed assets (net)	274	241
Provision for doubtful trade and other receivables, loans and advances	1360	738
Trade and other receivables written off	16	77
Miscellaneous expenses	26676	26215
	<b>155255</b>	<b>149692</b>

## 26. Amalgamation of Sabero Organics Gujarat Limited ("Sabero")

The Board of Directors of the Company and its subsidiary, Sabero Organics Gujarat Limited ("Sabero"), in their meetings held on 24 January 2014 approved a Scheme of Amalgamation under Sections 391 and 394 of the Companies Act, 1956 ('the Scheme') for amalgamation of Sabero with the Company. Sabero was engaged in the manufacture and sale of Crop Protection Chemicals.

Pursuant to the Scheme sanctioned by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh and by the Hon'ble High Court of Judicature of Gujarat vide their respective orders, the entire business undertaking of Sabero including all assets and properties, debts, liabilities and duties and obligations have been transferred to and vested in the Company, with effect from 1 April 2014 (the Appointed Date as per the Scheme). The certified copies of the aforesaid High Court Orders have been filed with the Ministry of Corporate Affairs on 24 November 2014 and 31 December 2014 and consequently, the Scheme has been given effect to in these financial statements.

In terms of the Scheme, the Company has allotted 53,09,210 equity shares of ₹1 each as fully paid up to the shareholders of Sabero in the proportion of 5 equity shares of ₹1 each in the Company for every 8 equity shares of ₹10 each held in Sabero. The equity shares held by the Company in Sabero totalling 2,53,56,361 have been extinguished and annulled.

The amalgamation has been accounted under the 'Pooling of interests method' as prescribed under Accounting Standard 14 'Accounting for Amalgamations' (AS 14). Accordingly, the assets, liabilities and reserves of Sabero as at 1 April 2014 have been taken over at their book values (after making adjustments for adoption of uniform accounting policies) and in the same form.

Details of the summarized values of assets and liabilities of Sabero as acquired pursuant to the Scheme and the treatment of the difference between the net assets acquired and cost of investments of the Company together with the shares issued to the shareholders of Sabero are as under:

# CONSOLIDATED NOTES (Contd.)

(₹ in Lakhs)

	<b>Appointed date 1 April 2014</b>
Fixed assets (net)	20,678
Other non-current assets	2,776
Cash and bank balances	95
Inventories	7,762
Other current assets	26,153
<b>Total assets</b>	<b>57,464</b>
Deferred tax liabilities (net)	192
Other non-current liabilities	3,693
Current liabilities	43,901
<b>Total liabilities</b>	<b>47,786</b>
<b>Net assets acquired</b>	<b>9,678</b>
Less: Equity share capital issued	53
Less: Value of investments held by Company	40715
<b>Balance adjusted against reserves</b>	<b>(31,090)</b>
Details of amount adjusted against reserves:	
	<b>Amount in ₹ lakhs</b>
Capital reserve (taken over)	16
General reserve (net of ₹1165 lakhs taken over)	(36,219)
Securities premium account (taken over)	1,371
Statement of Profit and Loss (taken over)*	3,742
	<b>(31,090)</b>

\*before adjusting post-acquisition profits of ₹1975 lakhs

In view of the aforesaid amalgamation with effect from 1 April 2014, the figures of the current year are not strictly comparable with those of the previous year.

## 27. Employee Stock Option Plan – ESOP 2007

- Pursuant to the decision of the shareholders, at their meeting held on 24 July 2007, the Company had established an 'Employee Stock Option Scheme 2007' ('ESOP 2007' or 'the Scheme') to be administered by the Remuneration and Nomination Committee of the Board of Directors.
- Under the Scheme, options not exceeding 1,27,85,976 equity shares of ₹1/- each have been reserved to be issued to the eligible employees, with each option conferring a right upon the employee to apply for one equity share. The options granted under the Scheme would vest not less than one year and not more than five years from the date of grant of the options. The options granted to the employees would be capable of being exercised within a period of three years from the date of vesting. In partial modification of the special resolution passed for establishing ESOP 2007, the shareholders in their meeting held on 23 July 2012 decided to approve the extension of the exercise period of options granted under the ESOP 2007 from three years to six years.
- The exercise price of the option is equal to the latest available closing market price of the shares on the stock exchange where there is highest trading volume as on the date prior to the date of the Remuneration and Nomination Committee resolution approving the grant.



## CONSOLIDATED NOTES (Contd.)

- d) Pursuant to the Scheme, the Company granted options which vest over a period of four years commencing from the respective dates of grant. The exercise price being equal to the closing market price prevailing on the date prior to the date of grant, there is no deferred compensation cost to be accrued in this regard.
- e) The following are the number of options outstanding during the year:

	Year ended 31 March 2015		Year ended 31 March 2014	
	No. of Options	Weighted average exercise price (₹)	No. of Options	Weighted average exercise price (₹)
At the beginning of the year	24,01,176	232.62	27,01,440	228.12
Granted	-	-	-	-
Exercised	185,132	176.25	124,004	45.91
Cancelled	770,844	314.41	176,260	294.98
Lapsed	232,912	306.87	-	-
At the end of the year	12,12,288	174.96	24,01,176	232.62

- f) The above outstanding options have been granted in various tranches, at exercise price being equal to the closing market price prevailing on the date prior to the date of grant. The outstanding options have a weighted average remaining life of 1.39 years (2014: 1.55 years).
- g) Number of options exercisable at the end of the year 11,40,168 (2014:18,09,036).
- h) In accordance with the requirements of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on "Accounting for Employee Share Based Payments" issued by the ICAI, had the compensation cost for the employee stock option plan been recognised based on the fair value at the date of grant in accordance with the Black Scholes' model, the proforma amounts of the Group's Net Profit and Earnings Per Share would have been as follows:

	For the year ended 31 March 2015	For the year ended 31 March 2014
<b>Profit after tax as reported (₹ in lakhs)</b>	40179	35654
Less: Dividend on cumulative redeemable preference shares (including dividend tax)	-	45
Amount available to equity shareholders	40179	35609
Add: ESOP cost using intrinsic value method	-	-
Less: ESOP cost using fair value method	84	357
Proforma profit after tax	40095	35252
<b>Earnings Per Share</b>		
<b>Basic</b>		
- No. of Shares	29,11,33,036	28,56,99,820
- EPS as reported (₹)	13.80	12.46
- Proforma EPS (₹)	13.77	12.34
<b>Diluted</b>		
- No. of shares	29,16,92,550	28,62,84,398
- EPS as reported (₹)	13.77	12.44
- Proforma EPS (₹)	13.75	12.31



# CONSOLIDATED NOTES (Contd.)

The following assumptions were used for calculation of fair value of grants:

	For the year ended 31 March 2015	For the year ended 31 March 2014
Dividend yield (%)	700	700
Expected volatility (%)	0.39-0.47	0.39-0.47
Risk free interest rate (%)	8.0	8.0
Expected term (in years)	4-6	4-6

## 28. Earnings per Share

	For the year ended 31 March 2015	For the year ended 31 March 2014
i) Profit after tax (₹ in lakhs)	40179	35654
ii) Less: Dividend on cumulative redeemable preference shares (including dividend tax) (₹ in lakhs)	-	45
iii) Amount available to equity shareholders (₹ in lakhs) [a]	40179	35609
<b>Basic</b>		
iv) Weighted average number of equity shares of ₹1/- each outstanding during the year [b]	29,11,33,036	28,56,99,820
<b>Dilution</b>		
v) Effect of potential equity shares on employees stock options outstanding	5,59,514	584,578
vi) Weighted average number of equity shares of ₹1/- each outstanding during the year [c]	29,16,92,550	28,62,84,398
<b>Earnings Per Share</b>		
vii) Basic – [a]/[b] – (₹)	13.80	12.46
viii) Diluted – [a]/[c] – (₹)	13.77	12.44

## 29. Contingent liabilities (to the extent not provided for)

### a) Guarantees:

The Company has provided a guarantee towards the borrowing of Tunisian Indian Fertilisers S.A., (TIFERT), Company's venture in Tunisia, up to ₹32346 lakhs (2014: ₹31009 lakhs).

### b) Claims against the Group not acknowledged as debt:

	As at 31 March 2015	As at 31 March 2014
In respect of matters under dispute:		
Excise duty	7491	11878
Customs duty	372	372
Sales tax	1291	410
Income tax	838	950
Service tax	161	-
Others	1194	1854

The amounts shown in the item (a) represent guarantees given in the normal course of business and not expected to result in any loss to the Group on the basis of the beneficiaries fulfilling their obligations as they arise. The amounts in item (b) represent best estimate and the uncertainties are dependent on the outcome of the legal processes initiated by the Group or the claimant as the case may be.



# CONSOLIDATED NOTES (Contd.)

## c) Other money for which the Company is contingently liable in respect of:

	(₹ in Lakhs)	
	As at 31 March 2015	As at 31 March 2014
Assignment of receivables from fertiliser dealers and dealer financing by banks	3415	5547

The Management expects to realise all the amounts reflected above in the normal course of business.

## 30. Commitments

### a) Capital commitments

	(₹ in Lakhs)	
	As at 31 March 2015	As at 31 March 2014
Capital expenditure commitments	2564	3718
Commitment towards investments	1132	216

### b) Other commitments

(i) Maximum obligation on long term lease of land - ₹378 lakhs (2014: ₹167 lakhs).

## 31. Segment reporting

### a) Business segment

The Group has considered business segment as the primary segment for disclosure. The Group is primarily engaged in the manufacture and trading of Farm Inputs, which in the context of Accounting Standard 17 "Segment Reporting" is considered the only business segment.

### b) Geographical segment

The Group sells its products mainly within India where the conditions prevailing are uniform. Since the sales outside India are below the threshold limit, no separate geographical segment disclosure is considered necessary.

## 32. Leases

The Group has entered into certain operating lease agreements and an amount of ₹2335 lakhs (2014: ₹1742 lakhs) paid under such agreements has been charged to the Consolidated Statement of Profit and Loss. These leases are generally not non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by such agreements.

## 33. Corporate Social Responsibility

Expenses incurred on Corporate Social Responsibility (CSR) programs under Section 135 of the 2013 Act are charged to the Statement of Profit and Loss under 'Other expenses' (Note 25) ₹1001 lakhs and under 'Employee benefits expense' (Note 23) ₹27 lakhs.

## 34. Research and development expense incurred by the Company on the following heads have been accounted under the natural heads:

	(₹ in Lakhs)	
	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Salaries, wages and bonus	446	275
Contribution to provident and other funds	38	25
Consumption of stores and spare parts	64	9
Power and fuel	17	17
Repairs to machinery	25	10
Miscellaneous expenses	41	83
	<b>631</b>	<b>419</b>

# CONSOLIDATED NOTES (Contd.)

## 35. Related party disclosures

### (a) Names of the related parties and their relationship:

Names	Nature of relationship
E.I.D. Parry (India) Limited	Holding company
Parry Infrastructure Company Private Limited (PICPL)	Fellow subsidiary
Sadashiva Sugars Limited (SSL)	Fellow subsidiary
Parry Sugar Industries Limited (PSIL)	Fellow subsidiary
Coromandel Getax Phosphates Pte Ltd. (CGPL)	Joint venture
Coromandel SQM (India) Pvt Limited (CSQM)	Joint venture
Yanmar Coromandel Agrisolutions Private Limited (YCAS)	Joint venture (w.e.f 14 July 2014) [Refer Note 41(a)]
Mr. Kapil Mehan, Managing Director	Key management personnel (resigned w.e.f 13 February 2015)

### (b) Transactions during the year:

		(₹ in Lakhs)
	For the Year ended 31 March 2015	For the Year ended 31 March 2014
i) Sale of finished goods/raw materials/services		
a) Holding company	74	63
b) Fellow subsidiary – SSL	-	34
c) Joint venture – CSQM	236	213
ii) Rent received		
a) Fellow subsidiary – PICPL	182	175
b) Joint venture - CSQM	7	-
iii) Expenses reimbursed by		
a) Holding company	71	31
b) Joint venture – CSQM	2	18
c) Joint venture – YCAS	39	-
iv) Purchase of finished goods and services		
a) Holding company	379	396
b) Joint venture – CSQM	1305	1312
v) Expenses reimbursed to		
a) Holding company	377	296
vi) Dividend Paid (including interim dividend payable)		
a) Holding company	11515	7972
vii) Redemption of 9% unsecured redeemable non- convertible fully paid bonus debentures of ₹15 each		
a) Holding company	-	26573
viii) Interest expense on 9% unsecured redeemable non-convertible fully paid bonus debentures of ₹15 each		
a) Holding company	-	2313
ix) Sale of fixed assets to Key management personnel		
a) Mr. Kapil Mehan	6	-
x) Remuneration to Key management personnel		
a) Mr. Kapil Mehan	247	249



# CONSOLIDATED NOTES (Contd.)

## (c) Outstanding balances as at the year end

	(₹ in Lakhs)	
	As at 31 March 2015	As at 31 March 2014
a) Trade receivables/ loans and advances		
- Holding company	-	71
- Fellow subsidiary - SSL	-	132
- Fellow subsidiary – PSIL	6	16
- Fellow subsidiary – PICPL	464	300
- Joint venture – YCAS	17	-
b) Trade payables/ other liabilities		
- Holding company	3624	-
- Joint venture - CSQM	316	408
- Fellow subsidiary – PICPL	3000	3000

## 36. Employee benefits

### a. Defined benefit plans

The following table sets forth the status of the Gratuity Plan and the Superannuation and other Pension Plans of the Company and certain subsidiaries/ joint ventures and the amounts recognised in the Consolidated Balance Sheet and Consolidated Statement of Profit and Loss:

#### Change in defined benefit obligation (DBO) during the year

(₹ in Lakhs)

	Gratuity plan		Superannuation and other pension plans*	
	2014-2015	2013-2014	2014-2015	2013-2014
Present value of DBO at the beginning of the year	3553	3215	6	8
Add: On Amalgamation (Refer Note 26)	-	149	-	-
Add: On acquisition of business	-	18	-	-
Current service cost	369	332	*	*
Interest cost	257	259	*	1
Actuarial loss/(gain)	94	26	-	(3)
Benefits paid	(408)	(446)	-	-
<b>Present value of DBO at the end of the year</b>	<b>3865</b>	<b>3553</b>	<b>6</b>	<b>6</b>
<b>Amounts recognised in the Consolidated Balance Sheet</b>				
Present value of DBO at the end of the year	3865	3553	6	6
Fair value of plan assets at the end of the year	3757	3369	-	-
<b>Funded status of the plans – (asset)/ liability</b>	<b>108</b>	<b>184</b>	<b>6</b>	<b>6</b>
<b>Liability recognised in the Consolidated Balance Sheet</b>	<b>108</b>	<b>184</b>	<b>6</b>	<b>6</b>

# CONSOLIDATED NOTES (Contd.)

	Gratuity plan		Superannuation and other pension plans*	
	2014-2015	2013-2014	2014-2015	2013-2014
<b>Components of employee expense</b>				
Current service cost	369	332	*	-
Interest cost	257	259	*	1
Expected return on plan assets	(279)	(253)	-	-
Net actuarial (gain)/loss recognised in the period	126	28	-	(3)
Past service cost	-	-	-	-
<b>Expense recognised in Consolidated Statement of Profit and Loss</b>	<b>473</b>	<b>366</b>	<b>*</b>	<b>(2)</b>
<b>Nature and extent of investment details of the plan assets#</b>				
State and Central Securities	0.79%	1.96%	-	-
Bonds	3.73%	4.46%	-	-
Special deposits	0.33%	0.36%	-	-
Insurer managed funds	95.15%	93.22%	-	-
<b>Actual return on plan assets#</b>	<b>274</b>	<b>261</b>	<b>-</b>	<b>-</b>
<b>Assumptions</b>				
Discount rate	8%	8%	8%	8%
Estimated rate of return on plan assets	8%	8%	-	-
Expected rate of salary increase	5-7%	5-7%	-	-
Attrition rate	5%	5%	1%	1%

\* Less than a lakh

# Includes details of trusts other than those covered under a Scheme of Life Insurance Corporation of India

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Group evaluates these assumptions annually based on its long term plans of growth and industry standards.

## Experience adjustments:

(₹ in Lakhs)

	2014-2015	2013-2014	2012-2013	2011-2012*	2010-2011*
<b>Gratuity plan</b>					
Present value of DOB	3865	3553	3215	2867	2501
Fair value of plan assets	3757	3369	2910	2610	2192
Funded status [Asset/ (liability)]	(108)	(184)	(305)	(257)	(309)
Experience adjustments loss/(gain)					
- on plan liabilities	(94)	26	180	183	72
- on plan assets	(32)	2	8	(34)	(87)
<b>Superannuation and other pension plans</b>					
Present value of DOB	6	6	8	31	117
Fair value of plan assets	-	-	-	-	-
Funded status [Asset/ (liability)]	(6)	(6)	(8)	(31)	(117)
Experience adjustments loss/(gain)					
- on plan liabilities	-	(3)	(24)	(96)	(9)
- on plan assets	-	-	-	-	-

\*information is in respect of the Company



# CONSOLIDATED NOTES (Contd.)

## b. Defined contribution plans

In respect of the defined contribution plans of the Company, an amount of ₹1425 lakhs (2014: ₹1262 lakhs) has been recognised as an expense in the Consolidated Statement of Profit and Loss during the year.

37. The Company has recognised subsidy income as per the prevalent Nutrient Based Subsidy (NBS) Policy announced by Government of India. Such income is included in "Government Subsidies" in the Statement of Profit and Loss. The subsidy income for the year includes ₹Nil (2014: ₹3488 lakhs) relating to earlier years comprising of freight subsidy income consequent to the final notification by the Government.

## 38. Exceptional item

a. In October 2014, the 'Hudhud' cyclone impacted the Company's operations at Vishakapatnam. The Company has filed the claim (including for loss of profits) with the Insurance Company, survey of which is under progress. The Company has set up a receivable based on its current best estimates and reasonable certainty, which is equivalent to the losses (including for inventories, repairs to fixed assets to the extent incurred, etc.) and, the net loss of ₹Nil has been disclosed as Exceptional item. On grounds of prudence, the loss of profits claim has not been recognised as income.

b. In the current year, also includes interest expense of ₹394 lakhs on enhanced compensation payable pursuant to the Court Order on land acquired by the Company in the earlier years.

c. In the previous year ₹1261 lakhs represents interest demand in respect of disputed taxes relating to earlier years.

39. During the year ended 31 March 2012, the Members of the Company pursuant to the provisions of Section 293(1)(a) of the 1956 Act approved the transfer/assigning of the lease rights on the land located at Navi Mumbai to prospective buyers. As at 31 March 2015, the Company is in the process of identifying potential buyers.

## 40. Derivative instruments and unhedged foreign currency exposure in respect of the Company and certain subsidiaries

### a. Forward and option contracts outstanding as at the Balance Sheet date

	Currency	Cross currency	Amount in foreign currency (million)	Amount ₹ in lakhs	Buy/Sell
<b>Forward contracts</b>					
As at 31 March 2015	USD	INR	408.47	255315	Buy
	USD	INR	29.72	18576	Sell
As at 31 March 2014	USD	INR	398.37	239143	Buy
	USD	INR	6.60	3952	Sell
<b>Option contracts</b>					
As at 31 March 2015	USD	INR	69.00	43128	Buy

The forward and option contracts have been entered into to hedge the purchase of raw materials and stock-in-trade and the related buyer's credit and in certain cases the foreign currency trade receivables.

### b. Principal and interest rate swaps outstanding as at the Balance Sheet date in respect of the Company

	Currency	Cross currency	Amount in foreign currency (million)	Amount ₹ in lakhs	Buy/Sell
As at 31 March 2015	USD	INR	46.67	29171	Buy
As at 31 March 2014	USD	INR	73.33	43941	Buy

The swap contracts have been entered into to hedge the currency and interest rate risks on the external commercial borrowings of the Company [Refer Note 42(b)]

# CONSOLIDATED NOTES *(Contd.)*

- c. Details of foreign currency exposures as at the Balance Sheet date that have not been hedged by a derivative instrument or otherwise are given below:

Currency		As at 31 March 2015		As at 31 March 2014	
		Foreign currency amount in million	Amount ₹ in lakhs	Foreign currency amount in million	Amount ₹ in lakhs
Trade payables	USD	35.05	21906	23.38	14013
	EUR	-	-	0.19	159
Trade receivables	USD	-	-	21.88	13112
	EUR	*	4	*	2
Borrowings	USD	14.39	8992	16.55	9919
	EUR	*	17	0.38	314

\*less than a lakh

## 41. Interests in joint ventures

- a) Pursuant to the joint venture agreement entered into by the Company with Yanmar Co. Ltd and Mitsui & Co. (Asia Pacific) Pte. Ltd, a joint venture Company, Yanmar Coromandel Agrisolutions Private Limited (YCAS), was incorporated on 14 July 2014 to engage in the business of manufacture, sales and after-sales service of agricultural machinery. In terms of the aforesaid agreement, capital contributions have been made into YCAS in the current year.
- b) The proportionate share of assets, liabilities, income and expenditure of jointly controlled entities, Coromandel Getax Phosphates Pte Ltd (Coromandel Getax), Coromandel SQM (India) Private Limited (Coromandel SQM) and Yanmar Coromandel Agri-solutions Private Limited (YCAS) are given below:

(₹ in Lakhs)

Name of the entity	For the Year ended 31 March 2015			For the Year ended 31 March 2014	
	Coromandel Getax	Coromandel SQM	YCAS	Coromandel Getax	Coromandel SQM
Country of Incorporation	Singapore	India	India	Singapore	India
Percentage of ownership interest	50%	50%	40%	50%	50%
Non-current liabilities	-	22	*	-	21
Current liabilities	6	1459	389	2	988
Non-current assets	-	328	45	-	353
Current assets	145	1872	776	182	1273
Income	-	3169	294	-	3162
Expenditure	47	3068	362	36	3084

\*less than a lakh

## 42. Other matters

- a) Exchange difference in respect of forward exchange contracts relating to the Company to be recognised in the Consolidated Statement of Profit and Loss in the subsequent accounting period is ₹2197 lakhs debit (2014: ₹2744 lakhs debit).
- b) As on 31 March 2015, the Company has foreign currency borrowing of US\$ 46.67 million (2014: US\$ 73.33 million). The Company entered into principal and interest rate swaps amounting US\$ 46.67 million (2014: US\$ 73.33 million) to hedge the foreign currency and interest rate risks thereon. The Company has marked to market the foreign currency borrowings and the corresponding swap contracts and the net exchange differences arising thereon have been recognised in the Consolidated Statement of Profit and Loss.





# CONSOLIDATED NOTES *(Contd.)*

- c) During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from 1 April 2014, the Company has revised the estimated useful life of certain assets to align the useful life with those specified in Schedule II. Pursuant to the transitional provisions prescribed in Schedule II to the Companies Act, 2013 the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1 April 2014 and has adjusted an amount of ₹729 lakhs (net of deferred tax of ₹375 lakhs) against the opening Surplus in the Consolidated Statement of Profit and Loss under Reserves and Surplus.

Consequent to the change in the useful life of the assets, the impact on the depreciation expense for the year is not material.

## 43. Additional disclosures related to consolidated financial statements:

### a. List of subsidiaries and joint ventures considered for consolidation:

Name of the Company	Relation-ship	Country of incorporation	Percentage of voting power as at		Net assets as of 31 March 2015		Share in profit/ (loss) as of 31 March 2015	
			31 March 2015	31 March 2014	% of consolidated net assets	Amount in ₹ lakhs	% of consolidated profit/ (loss)	Amount in ₹ lakhs
Coromandel International Limited	Parent	India	-	-	90	198904	99	40314
Liberty Pesticides and Fertilisers Limited (LPFL)	Subsidiary	India	100	100	*	204	*	-
Sabero Organics Gujarat Limited (Sabero)	Subsidiary (merged w.e.f 1 April 2014) Refer Note 26	India	-	74.91	-	-	-	-
Sabero Organics America S.A. (SOAL)	Subsidiary	Brazil	99.94	99.94	*	658	*	(73)
Sabero Australia Pty Ltd, Australia (Sabero Australia)	Subsidiary	Australia	100	100	-	-	*	(14)
Sabero Europe B.V. (Sabero Europe)	Subsidiary	Netherlands	100	100	*	6	*	(1)
Sabero Argentina S.A. (Sabero Argentina)	Subsidiary	Argentina	95	95	*	5	*	(1)
Sabero Organics Mexico S.A De C.V. (Sabero Mexico)	Subsidiary (w.e.f. 17 June 2013)	Mexico	100	100	*	16	*	(29)
Parry Chemicals Limited (PCL)	Subsidiary	India	100	100	1	1487	*	60
Dare Investments Limited (DIL)	Subsidiary	India	100	100	*	506	*	(1)
CFL Mauritius Limited (CML)	Subsidiary	Mauritius	100	100	8	17555	*	(23)
Coromandel Brasil Limitada (CBL), Limited Liability Partnership	Subsidiary	Brazil	100	100	*	(111)	*	(37)
Coromandel Getax Phosphates Pte Ltd., (CGPL)	Joint venture	Singapore	50	50	*	140	*	(47)

# CONSOLIDATED NOTES (Contd.)

Name of the Company	Relation-ship	Country of incorporation	Percentage of voting power as at		Net assets as of 31 March 2015		Share in profit/ (loss) as of 31 March 2015	
			31 March 2015	31 March 2014	% of consolidated net assets	Amount in ₹ lakhs	% of consolidated profit/ (loss)	Amount in ₹ lakhs
Coromandel SQM (India) Private Limited (CSQM)	Joint venture	India	50	50	*	387	*	99
Yanmar Coromandel Agrisolutions Private Limited (YCAS)	Joint venture (w.e.f. 14 July 2014)	India	40	-	*	444	*	(68)

\*less than 1%

The above excludes Sabero Organics Philippines Asia Inc., an Associate for which no operations have commenced.

- In respect of CML, SOAL, Sabero Mexico, Sabero Argentina and CGPL the financial year is from 1 January 2014 to 31 December 2014 and accordingly audited financial statements are available up to 31 December 2014. These consolidated financial statements have been adjusted by the Management for significant transactions between 1 January and 31 March to align for consolidation purposes.
- In respect of Sabero Europe the financial year is from 1 June 2014 to 31 May 2015 and in respect of CBL the financial year is from 1 January 2014 to 31 December 2014 however audited financial statements for the period 1 April 2014 to 31 March 2015 has been considered for the purpose of preparation of consolidated financial statements.
- Goodwill on consolidation:

(₹ in Lakhs)		
	As at 31 March 2015	As at 31 March 2014
<b>Opening balance</b>	34829	46907
Add: On acquisition of subsidiaries/ additional share in subsidiary	-	-
Less: On Amalgamation of subsidiaries	(34797)	12078
<b>Closing balance</b>	<b>32</b>	<b>34829</b>

- In respect of the year ended 31 March 2013, the Company had considered unaudited financial statements of TIFERT upto 31 December 2012. On receipt of audited financial statements of TIFERT, differences arising based on audited financial i.e. loss amounting to ₹992 lakhs has been adjusted in the year ended 31 March 2014.
44. Previous year figures have been recast/ reclassified wherever necessary to correspond with the current year's classification/ disclosures.

## 45. Significant accounting policies

### i. Basis of accounting and preparation of consolidated financial statements

The consolidated financial statements have been prepared on the basis of going concern, under the historic cost convention on accrual basis, to comply in all material aspects with applicable generally accepted accounting principles in India ("Indian GAAP"), the Accounting Standards ("AS") specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/ Companies Act, 1956 ("the 1956 Act"), as applicable.

The consolidated financial statements include accounts of Coromandel International Limited ("the Company") and its subsidiaries Liberty Pesticides and Fertilisers Limited, Sabero Organics America S.A., Sabero Australia Pty Ltd, Sabero Europe B.V., Sabero Argentina S.A., Sabero Organics Mexico S.A. De C.V., Parry Chemicals Limited, Dare Investments Limited, CFL



# CONSOLIDATED NOTES (Contd.)

Mauritius Limited, Mauritius, Coromandel Brasil Limitada, Brasil (a Limited Liability Partnership), its joint ventures Yanmar Coromandel Agrisolutions Private Limited, Coromandel Getax Phosphates Pte Limited, Singapore and Coromandel SQM (India) Private Limited, India; all together referred to as 'the Group'.

## ii. Principles of Consolidation

In the preparation of these Consolidated Financial Statements, investments in subsidiaries and joint venture entities have been accounted for in accordance with AS-21 (Consolidated Financial Statements) and AS-27 (Financial Reporting of Interests in Joint Ventures), respectively. The Consolidated Financial Statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating material intra-group balances and intra-group transactions resulting in unrealized profits and losses, as per AS-21. Consistency in adoption of accounting policies among all group companies is ensured to the extent practicable.
- b) The difference between the cost of investment in the subsidiaries and the Company's share of equity at the time of acquisition of shares in the subsidiaries is recognised in the consolidated financial statement as goodwill or capital reserve.
- c) Minority interest in the net assets of consolidated subsidiaries consists of:
  - i. The amount of equity attributable to the minorities at the date on which the investment in the subsidiaries is made; and
  - ii. The minorities' share of movements in equity since the date the parent-subsidiary relationship came in to existence.
- d) Investments in business entities over which the Company exercises joint control are accounted for using the proportionate consolidation.
- e) The operations of the Company's foreign subsidiaries and joint ventures are considered as non-integral operations for the purpose of consolidation. Accordingly, the exchange differences arising on conversion of their financial statements in to Indian Rupees is reflected under 'Foreign Currency Translation Reserve'.

## iii. Use of estimates

The preparation of the consolidated financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of consolidated financial statements, the reported amount of revenues and expenses during the reported period and disclosure of contingent liabilities. Management believes that the estimates used in the preparation of consolidated financial statements are prudent and reasonable. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

## iv. Tangible fixed assets

Tangible fixed assets are shown at cost or valuation, net of accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price, attributable expenditure incurred in bringing the asset to its working condition for the intended use and cost of borrowings till the date of capitalisation in the case of assets involving material investment and substantial lead time.

## v. Depreciation and amortisation

Depreciation is provided on the straight-line method as per the useful life prescribed in Schedule II to the 2013 Act except in respect of following categories of assets in whose case the life of certain assets has been assessed as under based on technical advice taking into account the nature of the asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement, maintenance support etc.

Asset	Useful lives (in years)
Plant and equipment	5 – 18
Vehicles	5 – 7
Office equipment, furniture and fixtures	3 – 5

The useful lives of assets are periodically reviewed and re-determined and the unamortised depreciable amount is charged over the remaining useful life of such assets.

# CONSOLIDATED NOTES *(Contd.)*

Assets costing ₹5,000 and below are depreciated over a period of one year.

Leasehold land is amortised on a straight line basis over the lease period.

Intangible assets are amortised on the straight-line method. Technical know-how is amortised over their estimated useful lives ranging from 5-10 years and product registration is amortised over the period of the registration subject to a maximum of 10 years.

## **vi. Intangible assets**

Intangible assets are carried at cost, net of accumulated amortisation and impairment losses, if any. Cost of an intangible asset comprises of purchase price, attributable expenditure on making the asset ready for its intended use.

## **vii. Impairment**

The Group assesses at each reporting date whether there is an indication that an asset/ cash generating unit may be impaired. If any indication exists the Group estimates the recoverable amount of such assets and if carrying amount exceeds the recoverable amount impairment is recognised. The recoverable amount is the higher of the net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using an appropriate discount factor. When there is indication that previously recognised impairment loss no longer exists or may have decreased such reversal of impairment loss is recognised in the Consolidated Statement of Profit and Loss.

## **viii. Foreign currency transactions and derivative contracts**

Transactions made during the year in foreign currency are recorded at the exchange rate prevailing at the time of transactions. Monetary assets and liabilities relating to foreign currency transactions remaining unsettled at the year-end are translated at the exchange rate prevalent at the date of Balance Sheet. Exchange differences arising on actual payment/ realisation and year end reinstatement referred to above are recognised in the Consolidated Statement of Profit and Loss.

In respect of forward contracts entered into to hedge risks associated with foreign currency fluctuation on its existing assets and liabilities, the premium or discount at the inception of the contract is amortised as income or expense over the period of the contract. Currency options/other swap contracts outstanding as at the Balance Sheet date are marked to market and the net loss is charged to the Consolidated Statement of Profit and Loss. Any profit or loss arising on cancellation of such contracts is recognised as income or expense in the Consolidated Statement of Profit and Loss of the year.

## **ix. Hedge accounting**

The Group uses foreign currency forward contracts and other derivative instruments to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions and designates such derivative instruments in a cash flow hedging relationship by applying the hedge accounting principles set out in "Accounting Standard 30 Financial Instruments: Recognition and Measurement" issued by the Institute of Chartered Accountants of India. These derivative instruments are stated at fair value at each reporting date. Changes in the fair value of these instruments that are designated and effective as hedges of future cash flows are recognised directly in "Hedging reserve account" under Reserves and surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Consolidated Statement of Profit and Loss. Amounts accumulated in the Hedging reserve account are reclassified to the Consolidated Statement of Profit and Loss in the same periods during which the forecasted transaction affects profit and loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in Hedging reserve account is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in the Hedging reserve account is immediately transferred to the Consolidated Statement of Profit and Loss.

## **x. Investments**

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Long-term investments are valued at cost less provision for diminution other than temporary, in the value of such investments. Current investments are valued at lower of cost and fair value.

## **xi. Inventories**

Stores and spares, packing materials are valued at or below cost. Raw materials and other inventories are valued at lower of cost and net realisable value. The method of determination of cost of various categories of inventories is as follows:



# CONSOLIDATED NOTES *(Contd.)*

- a) Stores and spares and packing materials – Weighted average cost.
- b) Raw material – First-in-First-out basis. Cost includes purchase cost and other attributable expenses.
- c) Finished goods and Work-in-process – Weighted average cost of production which comprises of direct material costs, direct wages and applicable overheads. Excise duty is included in the value of finished goods.
- d) Stock-in-trade – Weighted average cost

## **xii. Trade receivables and loans and advances**

Specific debts and advances identified as irrecoverable or doubtful are written off or provided for respectively. Subsidy receivable is disclosed under “short-term loans and advances”.

## **xiii. Revenue recognition**

- a) Sale of goods is recognised net of returns and trade discounts, when the risk and rewards of ownership are transferred to the customers. Sales include amounts recovered towards excise duty and exclude sales tax/value added tax.
- b) Subsidy is recognised on the basis of the rates notified from time to time by the Government of India in accordance with the Nutrient Based Subsidy (NBS) policy on the quantity of fertilisers sold by the Company for the period for which notification has been issued and for the remaining period, based on estimates.
- c) Income from services rendered is recognised based on the agreements/arrangements with the concerned parties and when services are rendered.
- d) Export benefits under DEPB license and excise benefits are accounted for on accrual basis.

## **xiv. Other income**

- a) Dividend income from investments is accounted for in the year in which the right to receive the payment is established.
- b) Interest income is recognised on a time proportionate method, based on the transactional interest rates.

## **xv. Employee benefits**

### **a) Defined contribution plans**

Contributions paid/payable to defined contribution plans comprising of Superannuation (under a scheme of Life Insurance Corporation of India) and Provident Funds for certain employees covered under the respective Schemes are recognised in the Consolidated Statement of Profit and Loss each year.

The Company makes contributions to two Provident Fund Trusts for certain employees, at a specified percentage of the employees' salary. The Company has an obligation to make good the shortfall, if any, between the return from the investments of trust and the notified interest rates. Liability on account of such shortfall, if any, is provided for based on the actuarial valuation carried out as at the end of the year in accordance with AS 15 'Employee Benefits'.

### **b) Defined benefit plans**

Gratuity for certain employees is covered under a Scheme of Life Insurance Corporation of India (LIC) and contributions in respect of such scheme are recognised in the Consolidated Statement of Profit and Loss. The liability as at the Balance Sheet date is provided for based on the actuarial valuation carried out as at the end of the year.

The Company makes contributions for Superannuation and Gratuity (for employees not covered under the LIC Scheme) to Trusts, which are recognised in the Consolidated Statement of Profit and Loss. The Company's liability as at the Balance Sheet date is provided for based on the actuarial valuation as at the end of the year.

Actuarial gains and losses are recognised in the Consolidated Statement of Profit and Loss in the period in which they occur.

### **c) Other long term employee benefits**

Other long term employee benefits comprise of leave encashment which is provided for based on the actuarial valuation carried out as at the end of the year.

# CONSOLIDATED NOTES *(Contd.)*

## **d) Short term employee benefits**

Short term employee benefits including accumulated compensated absences as at the Balance Sheet date are recognised as an expense as per Company's schemes based on expected obligation on an undiscounted basis.

## **xvi. Borrowing costs**

All borrowing costs are charged to the Consolidated Statement of Profit and Loss except those that are attributable to the acquisition or construction of a qualifying asset.

## **xvii. Leases**

Finance leases, which effectively transfer to the lessee substantially all risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term by credit to liability for an equivalent amount. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

The lease rentals under operating leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are recognised as an expense in the Consolidated Statement of Profit and Loss as per the terms of the lease.

## **xviii. Insurance claims**

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

## **xix. Provisions, contingent liabilities and contingent assets**

Provisions are recognised only when there is a present obligation as a result of past events and when a reasonable estimate of the amount of obligation can be made. Contingent liabilities disclosed for (i) possible obligation which will be confirmed only by future events not wholly within the control of the Group or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

## **xx. Taxes on income**

- a) Current tax is determined as the amount of tax payable in respect of taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961/ relevant tax regulations applicable to the Group.
- b) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset, if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Group.
- c) Deferred tax is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in subsequent periods, subject to consideration of prudence. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date.

## **xxi. Earnings per share**

The earnings considered for ascertaining the Group's Earnings per Share (EPS) comprises the profit after tax attributable to parent shareholders. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted EPS comprises the weighted average shares considered for deriving basic EPS and also the weighted average number of equity shares that would be issued on the conversion of all dilutive potential equity shares. In case of dilutive options, the difference between the number of shares issuable and the number of shares that would be issued at fair value are treated as diluted potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.



## CONSOLIDATED NOTES (Contd.)

### xxii. Employee stock option

Stock options granted to the employees under the stock option scheme established are evaluated as per the accounting treatment prescribed by the Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 issued by Securities and Exchange Board of India ("SEBI") and the Guidance Note on Accounting for Employee Share - based Payments, issued by the Institute of Chartered Accountants of India. The Group follows the intrinsic value method of accounting for the options and accordingly, the excess of market value of the stock options as on date of grant over the exercise price of the options, if any, is recognised as deferred employee compensation and is charged to the Consolidated Statement of Profit and Loss on graded vesting basis over the vesting period of the options. The unamortized portion of the deferred employee compensation, if any, is shown under Reserves and Surplus.

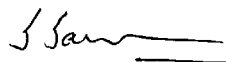
#### For and on behalf of the Board of Directors



**V. Ravichandran**  
Vice Chairman



**A. Vellayan**  
Chairman



**S. Sankarasubramanian**  
Chief Financial Officer



**P. Varadarajan**  
Company Secretary

Place : Secunderabad  
Date : 30 April 2015



# COROMANDEL INTERNATIONAL LIMITED

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

Tel.: +91 40 2784 2034 • E-mail Id: investorsgrievance@coromandel.murugappa.com

CIN No.: L24120TG1961PLC000892

## PROXY FORM

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

Name of the company : **Coromandel International Limited** (CIN:L24120TG1961PLC000892)

Registered office : Coromandel House, 1-2-10 Sardar Patel Road, Secunderabad-500 003

Name of the Member(s) : .....

Address : .....

E-mail ID : .....

Folio No. / DP ID - Client ID : .....

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

1. Name : .....

Address : .....

E-mail Id : .....

Signature : ..... or failing him

2. Name : .....

Address : .....

E-mail Id : .....

Signature : ..... or failing him

3. Name : .....

Address : .....

E-mail Id : .....

Signature : ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53<sup>rd</sup> Annual General Meeting of the Company, to be held on Monday, July 27, 2015 at 10.30 a.m. at Hotel Minerva Grand, SD Road, Secunderabad 500 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject matter of the Resolution
1	Adoption of Audited Financial Statements for the financial year 2014-15.
2	Declaration of Dividend for the year ended March 31, 2015.
3	Appointment of Mr. M M Venkatachalam, as a Director
4	Ratification of appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors
5	Ratification of payment of Remuneration to Cost Auditors

Signed this ..... day of July, 2015

Signature of Shareholder .....

Signature of Proxy.....

Affix a  
Revenue  
stamp of  
₹ 1

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

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## Notes

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## Notes

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# INTEGRATED WE,

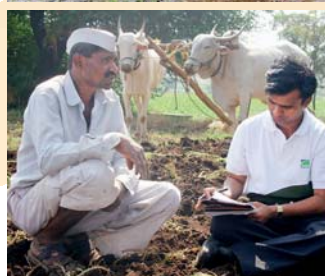
EMPOWER MORE



ACHIEVE MORE



CONNECT MORE



PROTECT MORE



CARE MORE



# The five lights

of Murugappa Group



**INTEGRITY** — We value professional and personal integrity above all else. We achieve our goals by being honest and straightforward with all our stakeholders. We earn trust with every action, every minute of every day.

**PASSION** — We play to win. We have a healthy desire to stretch, to achieve personal goals and accelerate business growth. We strive constantly to improve and be energetic in everything that we do.

**QUALITY** — We take ownership of our work. We unfailingly meet high standards of quality in both what we do and the way we do it. We take pride in excellence.

**RESPECT** — We respect the dignity of every individual. We are open and transparent with each other. We inspire and enable people to achieve high standards and challenging goals. We provide everyone equal opportunities to progress and grow.

**RESPONSIBILITY** — We are responsible corporate citizens. We believe we can help make a difference to our environment and change lives for the better. We will do this in a manner that befits our size and also reflects our humility.



FUTURE POSITIVE

Fertilisers | Crop Protection | Speciality Nutrients | Retail

Coromandel International Limited, "Coromandel House", 1-2-10, Sardar Patel Road, Secunderabad - 500 003. India.

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