

Notice of the 62nd Annual General Meeting

To the Members of
Coromandel International Limited

Notice is hereby given that the **Sixty Second (62nd) Annual General Meeting (AGM)** of the Members of Coromandel International Limited will be held on **Wednesday, August 7, 2024 at 3.30 p.m. IST** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following businesses:

Ordinary Business

To consider, and if deemed fit, pass the following items as an **Ordinary Resolutions**:

ITEM No.1
To adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, the Report of the Auditors' thereon and the Report of the Board of Directors

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, the Report of the Auditors' thereon and the Report of the Board of Directors be and are hereby received, considered and adopted.”

ITEM No.2
To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, the Report of the Auditors' thereon

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, and the Report of the Auditors thereon be and are hereby received, considered and adopted.”

ITEM No.3
To declare final dividend for the financial year ended March 31, 2024

“RESOLVED THAT a final dividend of Rs. 6/- per equity share, as recommended by Board of Directors representing 600% of

face value of equity share of Re. 1/- each, be declared for the financial year ended March 31, 2024 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on July 26, 2024 being the record date fixed for this purpose be and are hereby confirmed.”

ITEM No.4
To appoint Mr. S Sankarasubramanian (DIN: 01592772), who retires by rotation and, being eligible, offers himself for re-election

“RESOLVED THAT Mr. S Sankarasubramanian (DIN: 01592772) Director, who was appointed as a Director not liable to retire by rotation but who retires by rotation at this Annual General Meeting pursuant to Section 152 of the Companies Act, 2013, being eligible and offers himself for re-election, be and is hereby re-elected as a Director liable to retire by rotation.”

Special Business

To consider, and if deemed fit, pass the following item as an **Ordinary Resolution**:

ITEM No.5
To ratify the remuneration of the Cost Auditors for the financial year 2024-25

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the remuneration of the Cost Auditors of the Company excluding reimbursement of out-of-pocket expenses and applicable taxes as set out hereunder, as recommended by Audit Committee and approved by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2024-25, be and is hereby ratified.

Name of the Cost Auditor	Unit / Area of the Audit	Audit Fees payable* (₹)
M/s. Narasimha Murthy & Co.	For all the products manufactured at units of the Company at Visakhapatnam, Kakinada and Ennore	9.10 Lakhs
M/s. Joythi Satish & Co	For all the products manufactured at SSP (Single Super Phosphate) units at Ranipet, Udaipur, Hospet, Nandesari – Baroda, Kota, Raigad, Raebareili and Nimrani, SND units at Vizag and Kakinada, Pesticides units at Sarigam, Dahej, Ranipet, Ankleshwar and Jammu and Bio Pesticides Plant at Thyagavalli, Cuddalore	6.00 Lakhs

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

To consider, and if deemed fit, pass the following item as a **Special Resolution**:

ITEM No.6

To approve payment of commission to Mr. A Vellayan (DIN: 00148891), Chairman of the Company

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6)(ca) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. A. Vellayan (DIN: 00148891), Non-Executive Director and Chairman of the Company, be paid a commission of Rs. 200 Lakhs (Rupees Two hundred Lakhs only) for the financial year 2023-24.

RESOLVED FURTHER THAT the Board of Directors of the Company- be and are hereby severally authorised to do all acts and take all such steps as may be necessary, desirable or expedient to give effect to this resolution.”

To consider, and if deemed fit, pass the following item as a **Special Resolution**:

ITEM No.7

To approve the payment of remuneration to non-executive directors

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article 17.15 of the Articles of Association of the Company, commission be paid to the Non-Executive Directors of the Company (i.e. Directors other than the Managing Director and/ or the Whole-time Directors), for a period of Five (5) financial years commencing from the financial year 2024-25, of an aggregate amount, not exceeding one percent of the net profits of the Company for the relevant financial year computed in the manner laid down under section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide, from time to time the maximum commission payable to Directors subject to the above ceiling of 1% and also to decide from time to time, the quantum and manner of distribution of the commission to one or more directors within the limit prescribed.

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, desirable or expedient to give effect to this resolution.”

Date: April 25, 2024
Place: Chennai

**By Order of the Board
For Coromandel International Limited**
B Shanmugasundaram
Company Secretary
FCS No.5949

CIN: L24120TG1961PLC000892

Registered Office:

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

ANNEXURE TO NOTICE

NOTES:

1. The Ministry of Corporate Affairs (‘MCA’) vide its General Circulars Nos. 14/2020 dated April 8, 2020,17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 with respect to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) has permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), this e-AGM Notice, together with the Integrated Annual Report for the financial year 2023-24, is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The e-AGM Notice and Annual Report of the Company are also available on the Company’s website at www.coromandel.biz and on the website of the Stock Exchanges where the shares of the Company are listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com and NSDL www.evoting.nsdl.com Members who have not registered their email address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
3. The statement setting out material facts concerning the business under Item Nos. 5 to 7 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.

4. As this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with and they can attend the meeting through login credentials provided to them. Accordingly, the facility for appointment of proxies by the Members will not be available and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members attending the AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.,) are required to send scanned certified true copy (preferably PDF Format) of the Board Resolution/ Authority Letter, etc., pursuant to Section 113 of the Companies Act, 2013 (“the Act”), together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser through email ID: rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. The file name of the scanned copy of the above-mentioned documents should be named as “Coromandel – 62nd AGM”.
6. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. Members holding shares in dematerialised form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to RTA. In compliance with the circulars, the notice of the AGM and integrated annual report for FY 2024 are sent only through electronic mode to all those shareholders whose email addresses are registered with the RTA / DPs. Physical / hard copies of the same will be sent, if specifically requested by a member.
7. **Book Closure:** The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 27, 2024 to Wednesday, August 7, 2024 (both days inclusive).
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in the Notice will be available for inspection in electronic mode. Members can send an email for the purpose to investorsgrievance@coromandel.murugappa.com.
9. **Unclaimed/Unpaid Dividend:** Pursuant to the provisions of Section 124 of the Act, the amounts of dividend declared and remaining unpaid/unclaimed pertaining to

- the financial year 2016-17, have been transferred to the Investors Education and Protection Fund Authority (IEPF Authority). Details of unpaid/ unclaimed dividends lying with the Company as on March 31, 2024 are available on the website of the Company at www.coromandel.biz/investors/dividend and the Ministry of Corporate Affairs at www.iepf.gov.in. Members are requested to contact KFin Technologies Limited Unit: Coromandel International Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, the Registrar and Share Transfer Agents (“RTA/ KFinTech”) of the Company, to claim the unclaimed /unpaid dividends.

The Members / claimants whose shares, have been transferred to IEPF may approach the Company for issue of Entitlement Letter. Upon receipt of Entitlement Letter, Members / claimants shall have to file an application with IEPF Authority in webform IEPF 5 available on www.iepf.gov.in. The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.
10. **Compulsory transfer of Equity Shares to IEPF Authority:** As per Section 124(5) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 (IEPF Rules) and amendments made thereto, all shares in respect of which dividends remain unpaid or unclaimed for a consecutive period of seven years or more are required to be transferred to the demat account of IEPF Authority. Pursuant thereto, the Company has transferred the underlying shares in respect of which dividends remained unclaimed for a consecutive period of seven years.

11. SEBI vide circular dated 30 May, 2022 has provided an option for arbitration as a dispute resolution mechanism for investors and investors can opt for arbitration with stock exchanges in case of any dispute against the company or its RTA on delay or default in processing any investor services related request. The details of arbitration mechanism is available on the company’s website and the same can be accessed at <https://www.coromandel.biz/investors/smart-odr/>.

12. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination,
- contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

13. As per Regulation 40 of SEBI Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

14. **Final Dividend:** The final dividend of Rs. 6/- per share (representing 600 % on face value of equity share of Re.1/- per share), as recommended by the Board of Directors of the Company, if declared at the AGM, will be paid on or after August 27, 2024, but within 30 days from the declaration of dividend at the AGM, as provided in the Act, to those Members whose names appear on the Register of Members of the Company or in the books of National Securities Depository Ltd. / Central Depository Services (India) Ltd. as beneficiaries in respect of dematerialised shares, on July 26, 2024 being the Record Date fixed for this purpose.

15. **Tax Deducted at Source (TDS) on Dividend:**

i. Shareholders may note that in terms of the Income Tax Act, 1961 (‘the Act’), as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates, as provided in the Finance Act, 2020 and as further amended by Finance Act, 2023. Shareholders are requested to update their valid PAN, i.e., PAN linked with Aadhaar with KFinTech (in case of shares held in physical mode) and with their respective depository participants (in case of shares held in demat mode).

ii. A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents on the link <https://ris.kfintech.com/form15/> on or before July 26, 2024. Shareholders are requested to note that in case their PAN is not valid, the tax will be deducted at a higher rate of 20%.
- iii. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to uploading the mandatory documents, i.e., No Permanent Establishment, Beneficial Ownership Declaration, Tax Residency Certificate, copy of online furnished Form 10F, and any other document which may be required to avail the tax treaty benefits, on the link <https://ris.kfintech.com/form15/> on or before July 26, 2024.

iv. Dividend will be paid subject to deduction of income tax at source (TDS) at applicable rates. In respect of resident individuals, if the dividend payment is in excess of Rs. 5,000/- (collectively for all folios with the same PAN) for the entire financial year, the TDS will be at the rate of 10%. For all other categories of shareholders, please refer to the TDS rates provided in the Income Tax Act/Rules. TDS Certificates will be available at and can be downloaded from <https://ris.kfintech.com/clientservices/tds/certificate.aspx>

v. Shareholders who have not furnished return with Income Tax Authority for the immediately preceding previous year for which the due date of filing has expired and aggregate of TDS is Rs. 50,000/- or more in such preceding previous year, the TDS will be deducted at twice the applicable rate for such shareholder considering its residential status as per the provisions of section 206AB of the Act.

vi. The documents submitted in this regard, are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961.

Shareholders who have provided valid PAN and for whom tax at applicable rate has been deducted, can view the credit of TDS in Form 26AS from their e-filing account at <https://www.incometax.gov.in/iec/foportal>. Please note that the credit in Form 26AS would be reflected after the quarterly TDS Return is filed by the Company and the same is processed by Income Tax Department.
- address or bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates to KFinTech.

17. Mandatory furnishing of PAN, bank account details, KYC details and nomination by shareholders holding shares in physical mode:

Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has made it mandatory for holders of physical securities to furnish PAN, bank account details, email address, mobile number, postal address (KYC details), and to register their nomination or opt-out of nomination. SEBI has notified forms for the purpose, as detailed below:

Forms	Descriptions
Form ISR-1	Request for registering PAN, KYC details or changes / up-dation thereof
Form ISR-2	Confirmation of Signature of securities holder by the Banker
Form SH-13	Nomination form
Form ISR-3	Declaration for opting-out Nomination by holders of physical securities in Listed Companies.
Form SH-14	Cancellation or variation of Nomination.

The above forms can be downloaded from the following weblinks: https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd or www.coromandel.biz/investors/investors-information.

Members holding shares in physical mode are requested to send the duly filled forms i.e., Form ISR-1, Form ISR-2, Form SH-13 or Form ISR-3 and along with requisite documents as mentioned in the respective forms to the address of KFinTech (RTA).
18. Issuance of securities only in demat mode: As per the Regulation 39 and 40 of the Listing Regulations, the Company shall issue securities in dematerialized form only while processing any requests from shareholders holding shares in physical mode in respect of i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub- division / Splitting of securities certificate; vi. Consolidation of securities certificates/ folios; vii. Transmission and viii. Transposition (“service requests”).

The shareholders shall submit duly filled up Form ISR-4 along with requisite documents to RTA. The form ISR-4 is available on the website of the Company at www.coromandel.biz/investors/investors-information.

The RTA/ Company shall verify and process the service requests and thereafter issue a “Letter of Confirmation” to the shareholders in lieu of the physical share certificates. The “Letter of Confirmation” shall be valid for 120 days from the date of its issuance within which shareholders shall make a request to the Depository Participant for dematerializing the said shares. In case the shareholder fails to submit the demat request within the aforesaid period, RTA / Company shall credit the securities to Suspend Escrow Demat Account of the Company.

19. **Mandatory furnishing of Valid PAN, KYC details and Nomination etc. by shareholders**

Shares held in demat form.

SEBI has mandated updation of valid PAN, i.e., linking of PAN with Aadhaar, Nomination or opt out of nomination and updation of KYC details, i.e., Name, Address, Valid PAN, Valid mobile number, Valid email-id and Income Range in the demat account of shareholders holding shares in demat mode.

The demat accounts wherein the above details have not updated for all the 6 KYC attributes, such demat accounts would have been frozen for debits. Shareholders holding shares in demat mode are requested to approach their Depository participants and update the details at the earliest.

Shares held in physical form:

SEBI vide its Circular dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In terms of the above Circular, folios of physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company and will not be eligible for receipt of dividend in physical mode. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such

frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at www.coromandel.biz/investors/investors-information and furnish the requisite details.

20. **Procedure for ‘remote e-Voting’:**

In compliance with the provisions of Section 108 of the Act and Rules made thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the e-Voting services of National Securities Depositories Limited (NSDL) h to the members to exercise their right to vote on all the resolutions set forth in this Notice.

The Instructions for Members for Remote E-Voting and Joining General Meeting are as Under:

The remote e-voting period begins on Sunday, August 04, at 09:00 A.M. and ends on Tuesday, August 06, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, July 31, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, July 31, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5. Password details for shareholders other than Individual shareholders are given below:
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

- 8. Now, you will have to click on “Login” button.
- 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorsgrievance@coromandel.murugappa.com.
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investorsgrievance@coromandel.murugappa.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for E-Voting on the Day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for Attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name "Coromandel International Limited". You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number, and mobile

number, to reach the Company's e-mail address at investorsgrievance@coromandel.murugappa.com before 5.00 p.m. (IST) on Monday, August 05, 2024. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.

6. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number, PAN, and mobile number at investorsgrievance@coromandel.murugappa.com between Friday, August 02, 2024 (9:00 a.m. IST) and Monday, August 05, 2024 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated e-mail address investorsgrievance@coromandel.murugappa.com will be allowed to express their views/ask questions during the AGM.
7. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
8. Other Instructions:
 - i. The Members may update their mobile number and e-mail id in the user profile details of the folio which can be used for sending future communication(s).
 - ii. The remote e-Voting period commences on Sunday, August 4, (9.00 a.m. IST) and ends on Tuesday, August 6, 2024 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, July 31, 2024, may cast their vote electronically in the manner as set out herein above. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - iii. Those who become Members of the Company after dispatch of the Notice of AGM but on or before Wednesday, July 31, 2024 (cut- off date) may write to NSDL at evoting@nsdl.com or to the Company at investorsgrievance@coromandel.murugappa.com requesting for user ID and password. On receipt of user ID and password, the steps from SL. Nos. (i) to (vii) mentioned in (A) above should be followed for casting of vote.

- iv. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, July 31, 2024.
- v. The Board of Directors has appointed M/s R Sridharan & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner.
- vi. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
- vii. The Results shall be declared either by the Executive Chairman or by a person authorized in writing by the Executive 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).
- viii. Immediately after declaration of results, the same shall be placed along with the Scrutiniser's Report on the Company's website www.coromandel.biz and on the website of NSDL <https://www.evoting.nsdl.com>, and communicated to stock exchanges viz., BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.
- ix. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**Item No. 5****Ratification of remuneration to Cost Auditors for FY 2024-25**

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on April 25, 2024, approved the appointment of M/s. Narasimha

Murthy & Co., Cost Accountants Firm Reg, No.000042, Cost Accountants and M/s. Joythi Satish & Co., Cost Accountants(Firm Reg. No.101197) to conduct the audit of the cost records of the Company for the financial year 2024-25 on the remuneration payable to them as per details furnished in item no. 5 of the Notice of the Annual General Meeting.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 (a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company. Accordingly, consent of the Shareholders is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board recommends this ordinary resolution, as set forth in Item no. 5 of this Notice, for approval by the Members.

Memorandum of Interest

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

Item No. 6**Payment of commission to Mr. A Vellayan, Chairman of the Company**

The members of the Company at their Meeting held on July 22, 2019 has approved the payment of commission to Non-Executive Directors subject to maximum 1% of Net profits of the Company for a period of 5 years. Pursuant to the said approval Non-executive Directors are being paid commission on a yearly basis subject to a maximum of 1% of the Net Profits.

Further, the members may note that pursuant to regulation 17(6) (ca) of the Listing Regulations provides that the approval of members by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

The Nomination and Remuneration Committee, having regard to the significant contribution made by Mr. A. Vellayan to the progress and development of the Company recommended to the Board of Directors to remunerate him by way of commission for the financial year 2023-24.

Further to the recommendations of the Nomination and Remuneration Committee. The Board of Directors in their meeting held on April 25, 2024, approved the remuneration of Rs. 254.53 Lakhs payable to Mr. A Vellayan for the financial year 2023-24.

ANNEXURE

The remuneration proposed is commensurate with the role of Mr. A Vellayan and is in line with the remuneration policy of the Company. The total remuneration is within the limits permissible under Section 197 and 198 of the Companies Act, 2013.

The remuneration payable to Mr. A. Vellayan, as a Non-Executive Director, for the financial year 2023-24 exceeds 50% of the total remuneration payable to all the Non-Executive Directors of the Company for the said year. Hence, approval of the members is being sought by way of a special resolution, pursuant to Regulation 17(6)(ca) of the Listing Regulations for the same.

The members may note that the proposed remuneration is similar to the previous financial year and there is no change in the remuneration.

The Board recommends this special resolution, as set forth in Item no.6 of this Notice, for approval by the Members.

Memorandum of Interest

Mr. A Vellayan, Chairman and his relatives are interested in Item No. 6 to the extent of their shareholding. None of the other Directors and Key Managerial Personnel of the Company, including their relatives, are concerned with or interested in, financially or otherwise, in the Resolution as set forth in Item no. 6

Item No. 7
Payment of Commission to Non-executive Directors

The members may note that the Companies Act, 2013 and SEBI Listing Regulations stipulate various roles, duties and responsibilities for Directors including Non-executive Directors.

Date: April 25, 2024
Place: Chennai

CIN: L24120TG1961PLC000892
Registered Office:
“Coromandel House”
1-2-10, Sardar Patel Road
Secunderabad 500 003
Tel: +91 40 66997000/ 7300 / 7500
Fax: +91 40 27844117
E-mail Id: investorsgrievance@coromandel.murugappa.com
Website: <https://www.coromandel.biz>

The Remuneration Policy of the Company also specifies that Non-executive Directors may be paid remuneration by way of commission. Section 197 of the Act provides that payment of remuneration to Directors who are neither Managing Directors nor Whole-time Directors (i.e. Non-Executive Directors) shall not exceed 1% of the net profits of the Company. Members at their meeting held on July 22, 2019, had approved the payment of commission to Non-Executive Directors subject to maximum 1% of Net profits of the Company for a period of 5 years.

The Board of Directors of the Company pursuant to the recommendations of Nomination and Remuneration Committee at their meeting held on April 25, 2024, have approved the remuneration payable to Non-executive Directors, subject to the approval of members of the Company, proposed to remunerate Non-Executive Directors (i.e. Directors other than the Managing Director and the Whole-time Directors) who may be paid remuneration not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act for a period of 5 years commencing from the financial year 2024-25. The said remuneration to Non-Executive Directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

The Board recommends this special resolution, as set forth in Item no.7 of this Notice, for approval by the Members.

Memorandum of Interest

Non-Executive Directors of the Company and their relatives are interested, to the extent of their shareholding interest, if any, in the Company. None of the other directors or Key Managerial Personnel of the Company, or their relatives, is interested in this resolution financially or otherwise.

By Order of the Board
For Coromandel International Limited
B Shanmugasundaram
Company Secretary
FCS No.5949

PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS/REGULATION 36(3) LISTING REGULATIONS

Name	Mr S Sankarasubramanian
Age	56 years
DIN	01592772
Qualification	Graduate in Mathematics from University of Madras Member of The Institute of Cost and Management Accountants of India. Advanced Management Program (AMP) at Harvard Business School
Brief Profile, Experience and other details	Mr. Sankarasubramanian S. is the Executive Director – Nutrient Business of the Company. He is a Graduate in Mathematics from University of Madras and is a member of The Institute of Cost and Management Accountants of India. He has done his Advanced Management Program (AMP) at Harvard Business School in the year 2009. He has been with the Murugappa Group since 1993 and has close to 30 years of experience in Finance, Operations and General Management. He started his career with E.I.D Parry (India) Limited in Corporate Finance and held various positions in Finance before moving to Coromandel International Limited in 2003. He became Chief Financial Officer (CFO) of Coromandel in the year 2011. After serving over 5 years as CFO he moved to head the Fertiliser Business of Coromandel in the year 2017 and is currently heading the Fertilisers and Specialty Nutrients business segments. Mr. Sankarasubramanian has vast experience in Business Strategy, General Management, M&A and driving Policy Interventions, especially for the Fertiliser Sector. He is currently on the boards of Fertiliser Association of India,Tunisian Indian Fertilizer S.A.,Tunisia, Foskor (Pty) Ltd. South Africa and some of the subsidiaries of the company.
Current remuneration (last drawn remuneration)	The details regarding remuneration and attendance in Board Meeting have been given in Corporate Governance Report Section on the Integrated Annual Report
Number of meetings of the Board attended during the year	
Date of first appointment on the Board	February 1, 2023
Shareholding in the Company	39,328 equity shares in the Company
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Sankarasubramanian is not related to any Director or Key Managerial Personnel of the Company
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Coromandel Chemicals Limited – Director Coromandel Technology Limited – Director Tunisian Indian Fertiliser SA* – Director Foskor (Pty) limited* - Director Boabab Mining & Chemicals Corporation SA* - Director * Incorporated outside India.
Listed entities from which the person has resigned in the past three years	Nil
Nature of expertise in specific functional area	Corporate Strategy, General Management and finance