

COROMANDEL INTERNATIONAL LIMITED

CIN: L24120TG1961PLC000892

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

E-mail ID: investorgrievance@coromandel.murugappa.com ; web: <https://www.coromandel.biz>

Phone Nos.: 040-66997300/7500

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

The Members

Coromandel International Limited

Dear Member,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by 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 and other relevant circulars and notifications issued by the MCA (hereinafter collectively referred to as "the MCA Circulars") to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

In compliance with the above-mentioned MCA Circulars, this Postal Ballot Notice ('Notice') is being sent by Coromandel International Limited ('the Company') only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only be voted through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its members.

The remote e-voting window shall remain open from **9.00 a.m. IST on Tuesday, August 13, 2024 and ends at 5:00 p.m. IST on Wednesday, September 11, 2024**, and the remote e-voting shall be disabled thereafter. Members are, therefore, requested to cast their votes on or before the above-mentioned date and time.

The statement setting out material facts, pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions are annexed to this Notice. Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice, for casting of votes not later than 5:00 p.m. IST on **Wednesday, September 11, 2024**. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors has appointed M/s. R. Sridharan & Associates, Company Secretaries, Chennai as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Executive Chairman of the Company or any person authorised by him after completion of scrutiny of the votes. The results of voting conducted through postal ballot (remote e-voting process only) will be announced by the Executive Chairman or any person authorised by him on or before Friday, September 13, 2024. The results of the voting along with the Scrutinizer's Report will be made available on the Company's website i.e. www.coromandel.biz and will also be displayed in the notice board of the Company at its registered office at "Coromandel House", 1-2-10, Sardar Patel Road, Secunderabad – 500 003 and the website of NSDL at www.evoting@nsdl.com. and also will be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), where the Company's equity shares are listed and be available on their respective websites, i.e., www.bseindia.com and www.nseindia.com.

SPECIAL BUSINESS

PROPOSED RESOLUTIONS:

ITEM NO.1

Appointment of Mr. Durgashankar Subramanian (DIN: 00044713) as Non-executive Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr. Durgashankar Subramanian (DIN: 00044713) as a Non-Executive and Independent Director of the Company for a term of five consecutive years effective from August 19,

2024 to August 18, 2029 and not be liable to retire by rotation during his tenure, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013 and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act.

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

ITEM NO.2

Approval for payment of remuneration to Mr. A. Vellayan, Chairman Emeritus, a related party for holding the office or place of profit

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (the Act) and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the recommendation and approval of the Audit Committee and Board of Directors in their meetings held on August 7, 2024 approval of the members be and is hereby accorded for holding of office or place of profit by Mr. A Vellayan, as Chairman Emeritus and payment of remuneration to him up to Rs.2,00,00,000 (Rupees Two Crores only) per annum for the period of five years and reimbursement of expenses at actuals incurred for the official purposes of the company not exceeding Rs 30,00,000 (Rupees Thirty Lakhs only) per annum for a period of five years from 11th September, 2024 to 10th September, 2029.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation in the Act and or the Rules in this regard, the Board of Directors (and any committee thereof, if so, required by law) be and are hereby authorised to act in accordance with such applicable law without further reference to, or requirement to seek approval of the members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the members of the Company which shall be deemed to be given hereof expressly by the authority of this resolution."

ITEM NO. 3

Approval for change in designation of Mr S Sankarasubramanian (DIN: 01592772), Executive Director - Nutrient Business as Managing Director and Chief Executive Officer of the Company

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in *modification* of the resolution approved by the shareholders on December 29, 2022 and pursuant to the provisions of Article 21 of the Articles of Association of the Company, Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, approval of shareholders be and is hereby accorded to re-designate Mr. S Sankarasubramanian (DIN: 01592772) as the Managing Director & Chief Executive Officer of the Company with effect from August 7, 2024 till the end of his current term i.e. January 31, 2028.

RESOLVED FURTHER THAT Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer be paid remuneration by way of salary, allowances, incentive and perquisites, stock options subject to the maximum permissible limit under the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as may be recommended by the Nomination and Remuneration Committee and approved by the Board for each of the financial year computed as per the provisions of Section 198 of the Act read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT subject to the maximum permissible limit under the provisions of the Act and SEBI Listing Regulations, Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer be paid the following remuneration with effect from August 7, 2024:

A Fixed Compensation		
a.	Basic Salary (Fixed Compensation)	Rs. 17,25,330/- (Rupees Seventeen Lakhs twenty-five thousand three hundred and thirty only) per month with such increments as may be decided / recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.
B Annual Performance Pay		
b.	Incentive or Variable Pay	As may be determined/ recommended by the Nomination and Remuneration Committee and approved by the Board, based on the achievement of the performance parameters laid down but not higher than 100% per annum.
C Others		
c.	Allowances and Perquisites	Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance, Special Allowances – Foreign Travel & Others and/or any other allowance, as determined/ recommended by the Nomination and Remuneration Committee and approved by the Board, subject to a maximum of 300% of Basic Salary.
d.	Retirement Benefits	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved scheme of the Company in force from time to time. (ii) Encashment of leave as per rules of the Company in force

D. Other allowances and Perquisites

- (i) Perquisites shall include provision of furnished / unfurnished accommodation, personal accident insurance, reimbursement of medical expenses - Domiciliary & Hospitalisation for self and family, Medclaim Insurance Coverage for self & family, subscription to clubs, Term Insurance-Accidental & Non-Accidental, provision of cars as per the rules of the Company in force from time to time and any other perquisites, benefits, amenities as may be decided from time to time and recommended by the Nomination and Remuneration Committee and approved by the Board.
- (ii) Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.
- (iii) Provision of telephone at residence and expenses on account of cars for official use shall not be reckoned as perquisites.
- (iv) Entitlement for Stock options as per the Company's Employee Stock Options Scheme/ Plan as may be decided from time to time by the Nomination and Remuneration Committee.
- (v) Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- (vi) Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer will be subject to all other service conditions as applicable to any other senior management employee of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer, the Company will pay to him the above as minimum remuneration subject to such limits and approvals as may be applicable and / or as may be determined by the Board or Nomination and Remuneration Committee, shall not, except with the approval of the shareholders by way of passing special resolution, exceed the limits prescribed under the Act and rules made there under or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the stock options already granted during his tenure as an Executive Director shall continue to remain valid and shall vest as per the vesting schedule.

RESOLVED FURTHER THAT Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer shall *ipso facto* cease to be a Director of the Company, on his ceasing to be the Managing Director of the Company.

RESOLVED FURTHER THAT in terms of Article 17.26 of the Articles of Association of the Company, Mr. S Sankarasubramanian will not be liable to retire by rotation unless required as per the provisions of the Act in terms of Section 152(6).

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Nomination and Remuneration Committee and the Board of Directors of the Company be and are hereby authorised to do all such acts, matters, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.'

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

Place: Chennai

Date: August 07, 2024

CIN: L24120TG1961PLC000892

Registered Office:

"Coromandel House", 1-2-10, Sardar Patel Road, Secunderabad - 500 003

Phone Nos.: +91 40 66997000/ 7300 / 7500

E-mail Id: investorsgrievance@coromandel.murugappa.com

Website: <https://coromandel.biz>

NOTES:

Statement pursuant to Sections 102 and 110 of the Act, Secretarial Standards-2(SS-2), SEBI Listing Regulations setting out the material facts and the reasons for the proposed Resolutions above, is annexed herewith for your consideration.

1. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Wednesday, August 07, 2024 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in terms of exemption provided through the MCA Circulars. The communication of assent or dissent of the Members would take place through the process of remote e-voting only. Members are also requested to carefully read all the instructions given in the Notes.
2. Members whose name appear in the Register of Members provided by the Registrar and Share Transfer Agent of the Company ('RTA') / list of beneficial owners received from the Depositories as on the Cut-Off Date only would be considered for the purpose of voting with respect to the business set out in this Notice.
3. The Postal Ballot Notice as well as the requisite enclosure is also made available on the Company's website at www.coromandel.biz and the website of NSDL at www.evoting.nsdl.com and on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com.

4. The shareholders are requested to register / update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Unit: Coromandel International Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, Telangana by following due procedure as mentioned elsewhere in this Postal Ballot Notice.
5. Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has made it mandatory for holders of physical securities to furnish PAN, email address, mobile number, bank account details and to register their 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
https://karisma.kfintech.com/downloads/NOMINATION_FORM.pdf (Nomination form SH-13)

or

<https://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 KFin at below mentioned address at the earliest:

KFin Technologies Limited

Registrar and Transfer Agent

Unit: **Coromandel International Limited**

Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda,
Hyderabad – 500032, India, Toll Free No.: 1800 309 4001

Email: einward.ris@kfintech.com Website: <https://ris.kfintech.com/>

6. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by NSDL. Guidelines for remote e-voting are given in Note no.12 of this Postal Ballot Notice.
7. **The Remote e-Voting period commences Tuesday, August 13, 2024 and ends at 5:00 p.m. IST on Wednesday, September 11, 2024.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Wednesday, August**

07, 2024 may cast their vote electronically in the manner and process set out herein above. The Remote 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.

8. The voting rights of shareholders shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the Cut-off Date i.e. **Wednesday, August 07, 2024**. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only. The voting rights in respect of unclaimed shares held in Coromandel International Limited Unclaimed Suspense Account stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations. Such shareholders are to treat this notice as having been given for information purposes only. Further, no voting rights are exercisable in respect of the equity shares transferred to and held in the account of Investor Education and Protection Fund Authority, Ministry of Corporate Affairs, in terms of Section 124 of the Act.
9. As per Secretarial Standards - 2, the Resolution proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on **Wednesday, September 11, 2024** i.e., the last date specified for receipt of votes through the e-voting process and as if they have been passed at a General Meeting of the Members of the Company.
10. The scrutiniser will submit his report to the Executive Chairman of the Company and after the completion of scrutiny, the results of voting through electronic means will be declared by the Chairman or authorised persons by placing it along with the Scrutinizer's report on the Company's website www.coromandel.biz and communicated to the Stock Exchanges.
11. All the documents referred to in the Statement setting out material facts pursuant to Section 102 of the Act, annexed hereto, will be available for inspection at the registered office of the Company at any working day during business hours.

12. Guidelines relating to Remote E-voting:

In pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs to increase the efficiency of the voting process. The details of the process and manner for remote e-Voting is explained herein below:





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 for Individual shareholders holding securities in demat mode

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. 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.jsp 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. 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. 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. 3. 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. 4. 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.
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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. 1800-21-09911

B) Login Method 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 shareholders 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 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.

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”)

As required by Section 102 of the Companies Act, 2013, the following statement setting out material facts relating to the Special business under Item Nos. 1 and 2 of the accompanying Notice dated August 07, 2024

Item No.1

Pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at their meeting held on August 07, 2024 appointed Mr. Durgashankar Subramanian (DIN:00044713) as Additional Director, designated as Non-Executive Independent Director of the Company, with effect from August 19, 2024 in terms of Sections 149, 150 and 161 of the Act read with Schedule IV thereto and Article 17.2 of Articles of Association.

In terms of Section 161 of the Act, Mr. Durgashankar Subramanian holds office up to the date of the next Annual General Meeting of the Company. However, pursuant to Regulation 17 and 25 of the Listing Regulations, the Company is required to seek approval of members for appointment of Mr. Durgashankar Subramanian in either at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought by Postal Ballot for appointment of Mr.Durgashankar Subramanian as an Non-executive Independent Director.

As required under the provisions of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Durgashankar Subramanian for the office of Director under the provisions of Section 149 of the Act.

The Company has received from Mr. Durgashankar Subramanian the consent in writing to act as Director in Form DIR-2 pursuant to Section 152 read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations.

The NRC has also evaluated qualification, skills, experience, integrity and knowledge of Mr. Durgashankar Subramanian and is of the view that it would be sufficient/ satisfactory to recommend his appointment as an Independent Director on the Board.

In the opinion of the Board of Directors, Mr. Durgashankar Subramanian fulfils the conditions to be appointed as an Independent Director from the date of appointment, as specified under the Act, the Rules made thereunder and the Listing Regulations, and he is independent of the Management as per code of Independent Directors Schedule IV Clause IV (3). He is not related to any Director or Key Managerial Personnel (KMP) of the Company. Mr. Durgashankar Subramanian does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person. The Board considers that the appointment of Mr. Durgashankar Subramanian will be of immense value to the Company. As required under Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2, brief resume of Mr. Durgashankar Subramanian and other requisite details are given in the Annexure

to this Notice. Mr. Durgashankar Subramanian is also an Independent Director in E.I.D - Parry (India) Limited, Holding Company of Coromandel International Limited, since March 2022.

Mr. Durgashankar Subramanian has registered his name on the databank portal with the Indian Institute of Corporate Affairs (Institute) [www.iica.nic.in] pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014. However, he is exempted from passing the online self-assessment test, having fulfilled the exemption criteria as mentioned in the said rules.

The proposed resolution seeks the approval of members by way of special resolution for appointment of Mr. Durgashankar Subramanian as an Independent Director for a term of 5 years from August 19, 2024 to August 18, 2029 (not liable to retire by rotation) pursuant to Section 149(10) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder. In terms of proviso to Regulation 25(2A) of the Listing Regulations, 2015, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes, but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public Members in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation. The Board may appoint him as the member of any committees thereof and currently, he is not a member of any of the committees of the Board.

The Members may note that the particulars of Mr. Durgashankar Subramanian as required to be furnished under Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed to this notice.

The Board recommends the Special Resolution, as set forth in the item no.1, for approval by the Members.

Draft letter of appointment of Mr. Durgashankar Subramanian as Independent Director, setting out the terms and conditions of his appointment, including entitlement to sitting fees, and commission, shall be electronically available for inspection by the Members. Members can send an email to investorsgrievance@coromandel.murugappa.com seeking inspection of the letter of appointment.

Memorandum of Interest

Except Mr. Durgashankar Subramanian, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Special Resolution.

Item No.2

The Members of the Company may note that Mr. A Vellayan was appointed as Chairman Emeritus, in recognition of his contributions, guidance to the senior management and the company over the past several years and considering his tremendous experience, the company would continue to benefit from his rich experience, valuable knowledge and guidance from time to time.

Mr. A Vellayan, the Chairman Emeritus of Coromandel, holds a Bachelor's degree in Commerce from Shri Ram College of Commerce and a Diploma in Industrial Administration from Aston University, UK. He has extensive experience in the fertiliser business, general management, and financial planning, and has also received a Master's in Business Studies from the University of Warwick Business School and a Doctor of Science (Honoris Causa) conferred by Tamil Nadu Agricultural University and also Aston University UK. Apart from being the Chairman of the Indian

Institute of Management, Kozhikode, he is an Independent Director in Kanoria Chemicals & Industries Limited and NOCIL Limited. He has held various positions in the Murugappa Group in the past. He was also the past Chairman of Fertiliser Association of India.

Considering his long association, vast experience, knowledge, and wisdom in the business of the Company, the Directors were of the view that it would be in the interest of the Board of Directors and the Company to continue to get benefit of his valuable knowledge and experience. His visionary leadership has immensely contributed to the present success and growth of the Company. He had also quite well mentored the Management of the Company in taking higher responsibilities and adopting the best practices both in business operations and governance. In view of this, the Directors felt that the Board of Directors should continue to avail his mentorship and guidance and render such advice for the benefit of the business of the company. He shall not be deemed to be a Director for any purposes of the Companies Act, 2013 ("the Act") or any other statute or rules made thereunder for the time being in force. The Nomination and Remuneration Committee was also of the view that the proposal is in the interest of the company and is beneficial to the company. The proposed remuneration to Chairman Emeritus is in line with the compensation practices for similar positions for a person of such stature in the Indian Corporate Sector. The Audit Committee has recommended the proposed remuneration to Mr. A Vellayan, Chairman Emeritus up to Rs.2,00,00,000/- (Rupees Two Crore only) per annum and reimbursement of expenses at actuals incurred for the official purposes of the company not exceeding Rs. 30,00,000/- (Rupees Thirty Lakhs only) per annum for a period of five years from 11th September, 2024 to 10th September, 2029. Considering the above aspects and pursuant to the above recommendation, the Board of Directors of the Company at their meeting held on August 7, 2024 has considered all factors including guidance to the senior management and the company over the past several years and considering his tremendous experience, the company would continue to benefit from his rich experience, valuable knowledge and guidance from time to time, has proposed a remuneration to Mr. A Vellayan, Chairman Emeritus up to Rs.2,00,00,000/- (Rupees Two Crore only) per annum and reimbursement of expenses at actuals incurred for the official purposes of the company not exceeding Rs. 30,00,000/- (Rupees Thirty Lakhs only) per annum for a period of five years from 11th September, 2024 to 10th September, 2029. Resolution proposed in the Postal Ballot Notice, shall be deemed to have been passed on Wednesday, September 11, 2024 being the last date specified for receipt of votes through the e-voting process and as if they have been passed at a General Meeting of the Members of the Company.

Mr. A Vellayan is a related party in terms of Section 2(76) of the Act and also being a Promoter, his position as the Chairman Emeritus shall be considered as holding of Office or Place of Profit, as per the provisions of Section 188(1)(f) of the Act and Rules made thereunder. Accordingly, prior approval of members of the Company by a resolution is required, where a Director or relative of Director is appointed to an office or place of profit in the Company and the remuneration payable exceeds Rs. 2.50 lakhs per month. However, the proposed transaction is not a material related party transaction in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Therefore, pursuant to the company's Policy on Related Party Transactions and Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meeting of the Board and its Power) Rules, 2014, approval of the members is being sought for the proposed office or place of profit.

The disclosure / information as required under Section 188 and Rule 15 Companies (Meetings of Board and Its Powers) Rules, 2014 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including the summary of the relevant information as specified in SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021) are furnished hereunder:

1.	Name of the Related Party and its relationship with the Company	Mr A Vellayan, he is a Promoter and Chairman Emeritus of the Company
2.	Name of the Director or Key Managerial Personnel who is related, if any:	Mr. Arunachalam Vellayan, Whole time Director - Strategy & Planning and Mr. Narayanan Vellayan, Whole-time Director - Strategic Sourcing.
3.	Nature of Relationship	Mr. Arunachalam Vellayan and Mr. Narayanan Vellayan are the sons of Mr A Vellayan.
4.	Nature / Type, material terms, particulars and monetary value of the contract or arrangement	Payment of remuneration to Mr. A Vellayan, Chairman Emeritus up to Rs. 2,00,00,000/- (Rupees Two Crore only) per annum and reimbursement of expenses at actuals incurred for the official purposes of the company not exceeding Rs 30,00,000 (Rupees Thirty Lakhs only) per annum, to be paid in such manner, for a period of five years from 11 th September, 2024 to 10 th September, 2029.
5	Tenure of the proposed transaction (particular tenure shall be specified);	Payment of remuneration to Mr. A Vellayan, Chairman Emeritus up to Rs.2,00,00,000/- (Rupees Two Crore only) per annum and reimbursement of expenses at actuals incurred for the official purposes of the company not exceeding Rs 30,00,000 (Rupees Thirty Lakhs only) per annum for a period of five years from 11 th September, 2024 to 10 th September, 2029.
6	Justification as to why the RPT is in the interest of the Company	Mr. A Vellayan has served the Company's Board close to two and half decades. Under his leadership, the Company transformed into one of the leading farm solutions providers in India by establishing long standing relationships across its wide spectrum of stakeholders with a reputation for trust, ethical standards and passion for growth. Given his deep business insight on agri inputs industry, his association with industry bodies and associations, policy advocacy with various government bodies/institutions, and dealing with global players in the industry, his continued guidance and advise to the Company would bring immense value to the Company.

		<p>Mr. Vellayan has vast experience in Fertilisers Business, Business Strategy, Corporate Strategy, General Management and Financial Planning.</p> <p>In recognition of Mr. Vellayan's contributions, guidance to the senior management and the company over the past several years and considering his tremendous experience, the company would continue to benefit from his rich experience, valuable knowledge and guidance from time to time.</p>
7	Any other information relevant or important for the members to take a decision on the proposed Resolution	As per Statement setting out material facts.

The Board recommends the Ordinary Resolution, as set forth in the Item No.2, for approval by the Members.

Memorandum of Interest

Mr. Arunachalam Vellayan and Mr. Narayanan Vellayan being relatives are interested in this Resolution to the extent of their shareholding. 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.3

The Members may note that Mr S Sankarasubramanian (DIN: 01592772) has been appointed an Executive Director – Nutrients Business of the Company w.e.f. 1st February, 2023 duly approved by the shareholders through Postal Ballot on December 29, 2022.

Mr. S Sankarasubramanian brings a wealth of experience and has a proven track record as a Chief Financial Officer and a Business Head of the Nutrient Business. He is a mathematics graduate from University of Madras, and a member of the Institute of Cost and Management Accountants of India, he has completed Advanced Management Program (AMP) at Harvard Business School in the year 2009.

His is associated with the Murugappa Group since 1993. He started his career at E.I.D Parry (India) Limited in Corporate Finance, where he progressed through various roles and gained rich experience in finance, operations, and general management before joining Coromandel International Limited in 2003

In 2011, he took charge as the company's Chief Financial Officer (CFO), and during his tenure as CFO, he has been part of various growth initiatives of Coromandel including overseas ventures and acquisition of agrochemical business Sabero Organics, SSP (Single Super Phosphate) business - Liberty Phosphates besides Joint Venture with Yanmar, Japan which have helped Coromandel consolidate its position in the Agri sector. After a successful tenure of 5 years as the CFO, he moved to head the Fertiliser Business in 2017 and was later appointed as Executive Director responsible for Fertilisers, SSP and Speciality Nutrients business segments.

During his tenure as business head of Nutrient segment, Coromandel has consolidated its position in the industry and grown profitably and diversified into new product portfolios including Nano technology and drone spraying services besides foraying into mining operations with the stake acquisition in Baobab Mining and Chemicals Corporation (BMCC), Senegal. Also, Fertiliser manufacturing units witnessed significant improvements in operational efficiencies and major projects like PAP 2, SAP 3 and desalination plants were commissioned at Vizag while new PA/SA projects are underway at Kakinada.

Mr S Sankarasubramanian has extensive expertise and experience in business strategy, M&A, and driving policy interventions, particularly in the fertiliser sector. He also serves on the boards of the Fertilizer Association of India, Tunisian Indian Fertilizer S.A. in Tunisia, Foskor (Pty) Ltd. in South Africa, and several of the Company's subsidiaries. His rich experience and execution drive will pave way for the continued success of the Company.

The Nomination and Remuneration Committee ("NRC") have considered the proposed redesignation of Mr. S Sankarasubramanian, who has vast experience in Business Strategy, General Management, M&A, financial management and driving Policy Interventions, especially for the Fertiliser Sector. Taking into consideration the above skills, expertise and competencies required for the position of Managing Director & Chief Executive Officer in the context of the business of the Company, NRC has recommended the redesignation of Mr. S Sankarasubramanian, as the Managing Director & Chief Executive Officer of the Company effective from August 7, 2024 to January 31, 2028, considering the above attributes.

Pursuant to the recommendation of the NRC and considering his excellent contributions to the business of the Company and his significant contributions to the growth over the years and the recommendation of the NRC, the Board at its meeting held on August 7, 2024 has considered the recommendation and accorded its approval for redesignating him as the Managing Director & Chief Executive Officer of the Company effective from August 7, 2024 to 31st January, 2028.

The proposed appointment is subject to the approval of the Members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of his appointment and remuneration as recommended by the NRC and Board are set out in the resolution of this notice. Further to the recommendations of NRC and profile of Mr. S Sankarasubramanian, the Board considers it desirable and in the interest of the Company to redesignate Mr S Sankarasubramanian as the Managing Director & Chief Executive Officer of the Company. He has provided an intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and has not been debarred or disqualified from being appointed as Director of a company by the SEBI, MCA or any such other statutory authority.

Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, 2015, the Company is required to seek approval of Members for the redesignation of Mr. S Sankarasubramanian either at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought through Postal Ballot for the redesignation of Mr. S Sankarasubramanian as Managing Director & Chief Executive Officer.

The Members may note that the particulars of Mr S Sankarasubramanian as required to be furnished under Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed to this notice.

This statement along with the relevant resolution may be treated as an abstract pursuant to Section 190 of the Act.

The Board recommends this ordinary resolution as set forth in Item no. 3 of this accompanying Notice, for approval by the Members.

Memorandum of Interest

Mr S Sankarasubramanian and his relatives are deemed to be interested in this Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Ordinary Resolution.

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

Place: Chennai
Date: August 07, 2024

CIN: L24120TG1961PLC000892

Registered Office:

“Coromandel House”, 1-2-10, Sardar Patel Road, Secunderabad 500 003

Phone Nos.: +91 40 66997000/ 7300 / 7500

E-mail Id: investorgrievance@coromandel.murugappa.com

Website: <https://coromandel.biz>

ANNEXURE

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

Name	Mr. Durgashankar Subramanian
Age	65 years
DIN	00044713
Qualification	Member of the Institute of Chartered Accountants of India and an Alumni of Harvard Business School (Advance Management Program)
Brief Profile, Experience and other details	<p>a) Mr. Durgashankar Subramanian, a Chartered Accountant and an Alumni of Harvard Business School (Advanced Management Program), and was the Chairman of Mahindra Integrated Business Solutions Pvt. Ltd. (MIBS) part of the ~USD 20 bn Mahindra Group. Post superannuating from Mahindra & Mahindra Limited (M&M), in addition to his role at MIBS, he was also overseeing the financial function of Aerospace & Defense businesses of M&M Group as Sector Chief Financial Officer.</p> <p>b) Mr. Durgashankar Subramanian, has overall work experience of over 40 years as a senior finance professional and has handled a wide spectrum of roles including as CFO, Group Controller and as Head of M&A, Financial Planning & Analysis, Corporate Accounts, Corporate Finance, Investor Relations & Secretarial functions</p> <p>c) He was the recipient of CFO 100 Awards in 2010, 2013 and 2014, from CFO India forum for his contribution to Corporate Finance in the area of M&A. He was also the recipient of CFO India League of Excellence Award in March 2015 and was inducted into the CFO India's CFO Hall of Fame in 2023.</p>
Current remuneration (last drawn remuneration)	Not Applicable
Details of remuneration sought to be paid	Mr. Durgashankar Subramanian is entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees, if any and profit related commission, if any in terms Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the Listing Regulations, 2015
Date of first appointment on the Board	Mr. Durgashankar Subramanian has been appointed as Independent Director with effect from August 19, 2024.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

Number of meetings of the Board attended during the year	Not applicable				
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Name of the Company	Category	Chairmanship/ Director	Committee	Chairman/ Member
	E.I.D - Parry (India) Limited	Listed	Independent Director	1. Audit Committee 2. Risk Management Committee	Chairman Chairman
	Seshasayee Papers & Boards Limited	Listed	Independent Director	1.Audit Committee 2.Risk Management Committee	Chairman Member
Listed entities from which the person has resigned in the past three years	Name of the listed entity			Date of resignation	
	Mahindra Logistics Limited			27.07.2021	
	Swaraj Engines Limited			27.04.2022	
	Mahindra Lifespace Developers Limited			13.05.2022	
	Mahindra EPC Irrigation Limited			19.07.2024	
Nature of expertise in specific functional area	Mr Durgashankar Subramanian is an expertise in merger and Acquisitions, Financial Planning and Analysis, Corporate Accounts, Corporate Finance, Investor Relations and Secretarial functions.				
Skills and capabilities required for the role and manner in which the appointee meets such requirements	The core skills/ competencies required for the Directors in the context of the Company’s Business as identified by the Board of Directors of the Company includes Corporate Accounts, Corporate Finance, Investor Relations and Secretarial functions.				
Key terms and conditions of appointment	As per the resolution of this Notice read with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013.				

Name	Mr. S Sankarasubramanian				
Age	55 years				
DIN	01592772				
Qualification	<ul style="list-style-type: none"> 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	<p>Mr. S Sankarasubramanian brings a wealth of experience and has a proven track record as a Chief Financial Officer and a Business Head of the Nutrient Business. He is a mathematics graduate from University of Madras, and a member of the Institute of Cost and Management Accountants of India, he has completed Advanced Management Program (AMP) at Harvard Business School in the year 2009. His is associated with the Murugappa Group since 1993. He started his career at E.I.D Parry (India) Limited in Corporate Finance, where he progressed through various roles and gained rich experience in finance, operations, and general management before joining Coromandel International Limited in 2003</p>				

	<p>In 2011, he took charge as the company's Chief Financial Officer (CFO), and after a successful tenure of 5 years as the CFO, he moved to head the Fertiliser Business in 2017 and was later appointed as Executive Director responsible for Fertilisers, SSP and Speciality Nutrients business segments.</p> <p>Mr S Sankarasubramanian has extensive expertise and experience in business strategy, M&A, and driving policy interventions, particularly in the fertiliser sector. He also serves on the boards of the Fertilizer Association of India, Tunisian Indian Fertilizer S.A. in Tunisia, Foskor (Pty) Ltd. in South Africa, and several of the Company's subsidiaries. His rich experience and execution drive will pave way for the continued success of the Company.</p>	
Current remuneration (last drawn remuneration)	Rs. 374.48 lakhs (for the financial year 2023-24).	
Remuneration proposed to be paid	As mentioned in the Resolution.	
Number of meetings of the Board attended during the year	He has attended all 7 meetings of the Board held during the financial year 2023-24 and attended all 2 meetings held during the current financial year 2024-25.	
Date of first appointment on the Board	February 1, 2023	
Shareholding in the Company	25,788 equity shares in the Company	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. S Sankarasubramanian is not related to any Director or Key Managerial Personnel of the Company	
Committee memberships / Chairmanship in the Company	<p>Audit Committee – Member</p> <p>Corporate Social Responsibility & Sustainability Committee – Member</p> <p>Risk Management Committee – Member</p> <p>Banking & Borrowings Committee - Member</p>	
Other Directorships	<p>Coromandel Chemicals Limited – Director</p> <p>Coromandel Technology Limited – Director</p> <p>Tunisian Indian Fertiliser SA* – Director</p>	

Memberships / Chairmanships of Committees of other Boards	Foskor (Pty) Limited* - Director Boabab Mining & Chemicals Corporation SA* - Director The Fertiliser Association of India (incorporated under Section 25 of the Companies Act, 1956) *Incorporated outside India.
Board Membership of other Companies including listed entities as on the date of Postal Ballot Notice	None
Chairmanships / Memberships of Committees of other Companies including listed entities as on the date of Postal Ballot Notice	None
Listed entities from which the person as resigned in the past three years	Nil
Nature of expertise in specific functional area	Corporate Strategy, General Management and finance.
Key terms and conditions of appointment	As per the resolution of this Notice read with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013.