

December 12, 2016

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1
G Block, Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051.

BSE Limited
Phiroze Jeejeebhoy Towers
Mumbai-400001

Dear Sirs,

Scrip Code: COROMANDEL/506395

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015

This has reference to our letter dated October 26, 2016, informing you of the decision of our Board to seek approval of members of the Company through Postal Ballot for the following matters:

- 1 Approval for alteration of Articles of Association of the Company for adoption of new set of Articles of Association in alignment with the Companies Act, 2013.
- 2 Approval for Employee Stock Option Plan 2016 ('ESOP 2016') and grant of Stock Options to the employees of the Company under the ESOP 2016.
- 3 Approval for grant of Stock Options to the Employees of Subsidiary Companies of the Company under Employee Stock Option Plan 2016.

In this connection, we enclose herewith the Postal Ballot Notice and the Postal Ballot form dispatched to the members today.

The e-voting period will begin on Tuesday, December 13, 2016 (9.00 a.m. IST) and ends on Wednesday 11, 2017 (5.00 p.m. IST). The last date for receipt of postal ballot form by scrutinizer is January 11, 2017 (5.00 pm IST). The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on December 02, 2016.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For Coromandel International Limited



P Varadarajan
Company Secretary
/pv



COROMANDEL INTERNATIONAL LIMITED

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

CIN: L24120TG1961PLC000892

E-mail ID: investorsgrievance@coromandel.murugappa.com; web: www.coromandel.biz

Tel No.: 040-27842034/27847212; Fax: 040-27844117

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Members of Coromandel International Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ('Act') and other applicable provisions, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the resolutions appended below are proposed to be passed by the Members through postal ballot/electronic voting (e-voting) as **Special Resolutions**:

Item No. 1

Approval for alteration of Articles of Association of the Company for adoption of new set of Articles of Association in alignment with the Companies Act, 2013.

Item No. 2

Approval for Employee Stock Option Plan 2016 ('ESOP 2016') and grant of Stock Options to the employees of the Company under the ESOP 2016.

Item No.3

Approval for grant of Stock Options to the Employees of Subsidiary Companies of the Company under Employee Stock Option Plan 2016.

The draft resolutions and the statement pertaining to the resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with the postal ballot form for your consideration and voting.

Members may please note that the voting on the resolutions as contained in this notice may be made through postal ballot form or electronic voting (e-voting).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to offer e-voting facility to its members to exercise their votes electronically on the resolutions set forth in the postal ballot notice. The Company has engaged the services of M/s. Karvy Computershare Private Limited (Karvy) to provide the e-voting facility to enable members exercise their votes in a secured manner.

The Board of Directors have appointed Mr. R Sridharan or failing him Mr. G Subramaniam of M/s. R Sridharan & Associates, Practising Company Secretaries, as the scrutiniser for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

Members are requested to read the instructions printed on the postal ballot form carefully and return the form duly completed and signed in the attached self-addressed business reply envelope, so as to reach the scrutiniser on or before the close of working hours (5.00 P.M. IST) on Wednesday, January 11, 2017. Members may note that any postal ballot form(s) received after the closing hours of the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny and the results of the Postal Ballot will be announced on Friday, January 13, 2017, at 4.00 P.M. at the registered office of the Company at "Coromandel House", 1-2-10 Sardar Patel Road, Secunderabad 500 003. Results of the Postal Ballot will also be displayed at the Registered Office and also posted on the Company's Website www.coromandel.biz, besides communicating to the NSE/BSE where Company's shares are listed. The results will also be available on the website of Karvy viz. www.evoting.karvy.com

The item nos. 1, 2 & 3 being special resolutions will be declared as passed if votes cast in favour are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting. The said Resolutions, if passed by requisite majority, shall be deemed to have been passed on January 11, 2017, being last date of receipt of duly completed Postal Ballot Forms / e-voting.

In case of any further clarification regarding the Postal Ballot, Members may contact the Company at the contact details furnished above.

Secunderabad
October 26, 2016

By Order of the Board
For Coromandel International Limited

P. Varadarajan
Company Secretary

RESOLUTIONS FOR POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)

Item No. 1 : Alteration for Articles of Association of the Company for adoption of new set of Articles of Association in alignment with the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) (“Act”), and the Rules framed thereunder, consent of the Shareholders of the Company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution”.

Item No. 2 : Approval for Employee Stock Option Plan 2016 (‘ESOP 2016’) and grant of Stock Options to the employees of the Company under ESOP 2016

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as ‘SEBI SBEB Regulations’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment of the said Act or the Regulations, and all other applicable statutes, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee including the Nomination & Remuneration Committee which the Board may at its discretion authorise to exercise certain or all of its powers, including the powers conferred by this Resolution), the approval of the members be and is hereby accorded to the introduction and implementation of “Employee Stock Option Plan 2016” (hereinafter referred to as the ‘ESOP 2016’) to create, and grant from time to time, in one or more tranches, Employee Stock Options not exceeding 1,45,81,000 (One crore forty five lakhs eighty one thousand only) to or for the benefit of such person(s) who are in permanent employment of the Company, including any Managing Director / Whole Time Director, (other than Promoter/Promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided by the Board, exercisable into not more than 1,45,81,000 (One crore forty five lakhs eighty one thousand only) Equity Shares of face value of ₹ 1/- (Rupee One) each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2016.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division(s) of the Company or other similar events, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the Options granted earlier including issue of any additional equity shares by the Company to the Option grantees and the ceiling on the number of Options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are consolidated then the number of equity shares to be allotted and the exercise price payable by the option grantees under the ESOP 2016 shall automatically stand augmented in the same proportion as the present face value of ₹ 1/- per equity share bears to the revised face value of the equity shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2016 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB Regulations and any other applicable laws in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of equity shares issued under the ESOP 2016 on the Stock Exchanges where the equity shares of the Company are listed."

Item No.3: Approval for grant of Employee Stock Options to the employees of Subsidiary Companies of the Company under Employee Stock Option Plan 2016

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

"RESOLVED THAT pursuant to the provisions of section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as "SEBI SBEB Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modification(s) or re-enactment of the said Act or the Regulations, and all other applicable statutes, rules, regulations and guidelines and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee which the Board may, at its discretion authorise to exercise certain or all of its powers, including the powers, conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create and grant from time to time, in one or more tranches such number of Employee Stock Options under Employee Stock Option Plan 2016 (hereinafter referred to as the "ESOP 2016") within the limit prescribed therein, to or for the benefit of such person(s) who are in permanent employment of any existing or in future subsidiary of the Company, including to its managing director and whole time director, (other than Promoter/Promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of any existing or future subsidiaries of the Company as may be decided under ESOP 2016, exercisable into corresponding number of equity shares of face value of ₹ 1/- each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2016.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division(s) of the Company or other similar events, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the Options granted earlier including issue of any additional equity shares by the Company to the Option grantees and the ceiling on the number of Options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are consolidated then the number of equity shares to be allotted and the exercise price payable by the option grantees under the ESOP 2016 shall automatically stand augmented in the same proportion as the present face value of ₹ 1/- per equity share bears to the revised face value of the equity shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees."

By Order of the Board
For Coromandel International Limited

Secunderabad
October 26, 2016

P. Varadarajan
Company Secretary

Notes:

1. The statement pursuant to Section 102(1) of the Act stating all material facts and the reasons thereof for the proposal is annexed herewith.

2. The postal ballot notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, December 02, 2016. The postal ballot notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the postal ballot notice along with postal ballot form are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, December 02, 2016 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by voting by Postal Ballot Form or electronic voting (e-voting). In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
6. Members who have received postal ballot notice by email and who wish to vote through physical postal ballot form and in case a Member is desirous of obtaining a duplicate postal ballot form, he or she may send an email to **einward.ris@karvy.com**. The Registrar and Transfer Agent/Company shall forward the Postal Ballot Form along with postage prepaid self-addressed Business Reply Envelope to the Member.
7. In compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolution through the e-voting facility provided by our Registrar M/s. Karvy Computershare Pvt. Ltd. The instructions for e-voting are annexed to this Notice.
8. A Member cannot exercise his/her vote by proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot notice and form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Wednesday, January 11, 2017 (5 PM IST). The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/ speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on Wednesday, January 11, 2017, it will be considered that no reply has been received from the Member.
10. The Scrutiniser will submit his report to the Chairman / any other Director after completion of scrutiny and the results of the Postal Ballot will be announced at 4.00 P.M. on Friday, January 13, 2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The equity shares of your Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), Mumbai. The shares are actively traded on NSE and BSE.

The Companies Act, 2013 (New Act/Act), read with Rules made thereunder, has brought out various changes in the provisions that were contained in the Companies Act 1956 (Old Act). The existing Articles of Association of the Company was formulated based on the provisions of the Old Act and therefore contains certain provisions which are not in line with the provisions of the New Act. The New Act provides that in case of conflict with the provisions of the New Act and the Articles of Association of a company, the provisions of the New Act will prevail. However, it is considered desirable to amend the Articles of Association of the Company to bring it in line with the provisions of the New Act. This requires approval of the Shareholders through Postal Ballot.

As per the provisions of Section 14 of the Act, alteration of the AOA of the Company needs to be approved by the members of the Company. Further, in terms of the provisions of section 110 of the Act, read with rule 22 of Companies (Management and Administration) Rules 2014, the approval of the members may be taken through postal ballot instead of transacting such business at a general meeting.

The Board of Directors in its meeting held on October 26, 2016 has accorded its approval for alteration of Articles of Association. Your Directors recommend the same for approval of the members to be passed as a Special Resolution.

The existing AOA of the Company and the draft of proposed AOA and a brief comparative statement thereof is available on the Company's website at www.coromandel.biz for perusal by the Members. Member(s) interested in obtaining a physical copy of the AOA can send in their request to the Company email Id : investorsgrievance@coromandel.murugappa.com.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

ITEM NO. 2 & 3

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organisational objectives. The Company believes in rewarding its employees including Managing Director and Whole-time Director of the Company and its subsidiary(ies) for their continuous hard work, dedication and support, which has led the Company and its subsidiary(ies) on the growth path. The Company intends to implement an Employee Stock Option Plan with a view to attract and retain key talent working with the Company and its subsidiary(ies) by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability.

With this objective in mind, the Company intends to introduce and implement Employees Stock Option Plan 2016 ('ESOP 2016') for the permanent employees of the Company and its subsidiary(ies), both existing and future, including any Managing Director and Whole-time Director (other than Promoters/persons belonging to Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company).

The Company had in the past, approved an ESOP Scheme 2007 under which employees were granted Options. The Company made grants under the said Scheme 2007 till 2011. Number of Options outstanding as on date under the ESOP Scheme 2007 are 7,08,982. It is not proposed to make any further grants under the said scheme.

The Securities and Exchange Board of India has issued Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (herein after referred as "SEBI SBEB Regulations"), and has repealed the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guideline, 1999.

All listed companies having existing schemes to which the SEBI Regulations apply are required to comply with the same in entirety. In order to introduce stock options and other stock incentives, ESOP Scheme needs to be amended so that scheme can be offered to the employees of the Company and employees of its subsidiary companies.

Pursuant to the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with Section 62(1)(b) of the Companies Act, 2013, the implementation of an employee stock option plan requires approval of Board of Directors as well as members of the Company.

The Board of Directors had in their Meeting held on October 26, 2016, recommended to create, offer, issue and to grant from time to time upto 1,45,81,000 (One Crore forty five lakhs eighty one thousand only) stock options in aggregate to be reserved under Employee Stock Option Plan 2016 (ESOP 2016) to be granted from time to time to the eligible employees including Whole-time Directors, Managing Directors of the Company and its subsidiaries (excluding Promoter/ Promoter group and Independent Directors) exercisable into 1,45,81,000 (One Crore forty five lakhs eighty one thousand only) equity shares of face value of ₹ 1/- each fully paid, as may be issued at a price as per the terms of ESOP 2016.

The main features of the ESOP 2016 are as under:

a) Brief description of the plan:

The Company proposes to introduce the ESOP 2016 primarily with a view to attract, retain, incentivise and motivate the existing Employees of the Company and its Subsidiary(ies) Employees joining the Company and its subsidiary(ies) that would lead to higher corporate growth. The ESOP 2016 contemplates grant of options to the eligible employees (including Whole-time and Managing Directors), as may be determined in due compliance of SEBI SBEB Regulations and provisions of the ESOP 2016. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination & Remuneration Committee ('Committee') of the Company shall administer the ESOP 2016. All questions of interpretation of the ESOP 2016 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP 2016.

b) Total number of Options to be granted:

The total number of options to be granted under the ESOP 2016 shall not exceed 1,45,81,000(One crore forty five lakhs eighty one thousand only). Each option when exercised would be converted in to one Equity Share of ₹ 1/- each fully paid-up.

Further, the SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the ESOP 2016 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 1,45,81,000 (One crore forty five lakhs eighty one thousand only) shall be deemed to be increased to the extent of such additional options issued.

- c) **Identification of classes of Employees entitled to participate in the ESOP 2016:**
All the Permanent Employees (including Managing Director and Whole-time Director) working in India or out of India of the Company (Item No. 2) and of the Subsidiary Companies whether existing or future (Item No. 3) shall be eligible to participate in the Plan. However the following persons shall not be eligible to participate in the ESOP 2016:
1. an Employee who is a Promoter or belongs to the Promoter Group;
 2. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company; and
 3. an Independent Director within the meaning of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as prescribed by SEBI, as applicable.
- d) **Requirements of vesting and period of vesting:**
All the options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of 4(Four) years from the date of grant of options as may be determined by the Committee.
Options shall vest essentially based on continuation of employment and apart from that the vesting will be subject to achievement of certain performance parameters as may be specified by the Committee.
- e) **Maximum period within which the options shall be vested:**
All the options granted on any date shall vest not later than a maximum of 4 (Four) years from the date of grant of options as may be determined by the Committee.
- f) **Exercise price or pricing formula:**
The Exercise Price shall be equal to Market Price of the shares on the date of Grant or any other price as decided by the Committee.
- g) **Exercise period and the process of Exercise:**
The Exercise period would commence from the date of vesting and will expire on completion of 5 (five) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.
The vested Option shall be exercisable by the Employees by a written application to the Company expressing their desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.
- h) **Appraisal process for determining the eligibility of Employees under the ESOP 2016:**
The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.
- i) **Maximum number of Options to be issued per Employee and in aggregate:**
The maximum number of Options that may be granted to each Employee shall vary depending upon the grade, which however shall not exceed 29,16,000 (Twenty nine lakhs sixteen thousand only) in number per eligible employee. The total number of Options that may be granted to the eligible Employees of the Company/its subsidiaries in any financial year and in aggregate under the ESOP 2016 shall not exceed 1,45,81,000 (One crore forty five lakhs eighty one thousand only) Options.
- j) **Maximum quantum of benefits to be provided per Employee under the ESOP 2016:**
The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of options.
- k) **Route of ESOP 2016 implementation:**
The ESOP 2016 shall be implemented and administered directly by the Company. In case Company wishes otherwise, it may be intimated to the members in due course as per applicable laws.
- l) **Source of acquisition of shares under the ESOP 2016:**
The ESOP 2016 contemplates fresh/new issue of shares by the Company.
- m) **Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**
This is currently not contemplated under the present ESOP 2016.
- n) **Maximum percentage of secondary acquisition:**
This is not relevant under the present ESOP 2016.

o) **Accounting and Disclosure Policies:**

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments ('Guidance Note') and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

p) **Method of option valuation:**

The Company shall adopt 'fair value method' for valuation of Options as prescribed under the Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

q) **Declaration:**

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Board's report.

As the ESOP 2016 provides for issue of equity shares to be offered to persons than the existing members of the Company. Consent of the Members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Act and as per Regulation 6 of SEBI SBEB Regulations. Pursuant to the provisions of the SEBI SBEB Regulations, a separate resolution is required to be passed if the grant of option, shares or other benefits, as the case may be, to the employees of subsidiaries. Accordingly, approval of members is sought for item no.2 & 3.

None of the Directors, Key Manager Personal of the Company and their relatives are interested in the Resolutions, except to the extent of their entitlements, if any, under the ESOP 2016.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

By Order of the Board
For Coromandel International Limited

Secunderabad
October 26, 2016

P. Varadarajan
Company Secretary

Note : The AOA and other documents referred to in item nos. 1 to 3 will be open for inspection by members at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m., till January 11, 2017.

Voting through electronic means (e-voting)

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the postal ballot notice. The Company has engaged the services of M/s. Karvy Computershare Private Limited (Karvy) to provide the e-voting facility.

The Company has appointed Mr. R Sridharan or failing him Mr. G. Subramaniam of M/s. R Sridharan & Associates, as the scrutiniser for conducting the e-voting process in a fair and transparent manner. The e-voting rights of the members/beneficial owners shall be reckoned on the equity shares held by them as on December 02, 2016.

The e-voting facility **begins on December 13, 2016 (9.00 a.m. IST) and ends on January 11, 2017 (5.00 p.m. IST)**. During this period Members holding shares in either physical form or electronic form as on December 02, 2016 can avail the e-voting facility. The e-voting will not be allowed beyond the date and time stated above and the e-voting module will be disabled by Karvy upon expiry of the aforesaid period. Once the vote on a Resolution is cast by the Member, he/she will not be allowed to change it subsequently.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/ Depository Participants(s)]:
- Launch internet browser by typing the URL: <https://www.evoting.karvy.com>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be Event number **2890** followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - After entering these details appropriately, click on 'LOGIN'.

- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select e-voting event i.e., Coromandel International Limited. Now you are ready for e-voting as 'cast vote' page opens.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR/AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR/AGAINST' taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may cast your vote by selecting an appropriate option and click on 'Submit'.
 - xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authorisation Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the scrutiniser at rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Coromandel-Postal Ballot 2016".
- B. Members holding shares in dematerialised form whose e-mail IDs are not registered with the Company/DPs and members holding shares in physical form:
- i. E-Voting Event Number - **2890** (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from sl. no. (i) to sl. no. (xii) above to cast your vote by electronic means.

Other Instructions:

- i. In case of any queries, you may refer Help & FAQ section of Karvy at <https://evoting.karvy.com> or call Karvy on +91 40 67161616 & Toll Free No.1800 3454 001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Record date of December 02, 2016.
- iv. The scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes in presence of at least two witnesses not in the employment of the Company and make consolidated scrutinizer's report of the votes cast in favour or against.
- v. Results will be declared at the Registered Office of the Company on Friday, January 13, 2017 at 4.00 P.M. and after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.coromandel.biz and on the website of Karvy at <https://evoting.karvy.com>, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same on their website.



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COROMANDEL INTERNATIONAL LIMITED

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

CIN: L24120TG1961PLC000892

E-mail ID: investorsgrievance@coromandel.murugappa.com; web: www.coromandel.biz

Tel No.: 040-27842034/27847212; Fax: 040-27844117

POSTAL BALLOT FORM

Serial No. :

1. Name(s) of the Member(s) (including Joint holders if any - in Block Letters) :

2. Registered Address of the Sole / First named Member (in Block Letters) :

3. DP ID No. & Client ID No* Registered Folio No. :
(* applicable to members holding Shares in dematerialized form)

4. Number of Equity Shares held :

5. I/We hereby exercise my/our vote in respect of following Special Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company, dated October 26, 2016 by sending my/our assent/dissent to the said Resolutions by placing (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Equity Shares held	I/We assent (agree) to the Resolution (Vote For)	I/We dissent (disagree) to the Resolution (Vote Against)
1.	Approval for Alteration to the Existing Articles of Association (AOA) of the Company by way of adoption of new set of AOA of the Company			
2.	Approval for Employee Stock Option Plan 2016 (ESOP 2016) and grant of Stock Options to employees of the Company under ESOP 2016			
3.	Approval for grant of Stock Options to the Employees of the Company's subsidiaries under ESOP 2016			

Place Date :

Signature of the Member

#Email ID :

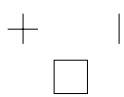
To be provided by members holding equity shares in physical form.
Please send the Postal Ballot form in Envelope enclosed herewith.

Note: Please read instructions mentioned in the notes to the Postal Ballot Notice enclosed with this form, carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS		
EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD (PIN)

The e-voting facility is available at the link <https://www.evoting.karvy.com>





INSTRUCTIONS

(A) Process and manner for members opting for physical ballot:

1. A member desiring to exercise vote by physical ballot may complete this postal ballot form and send it to the Scrutiniser in the enclosed self-addressed pre-paid Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots form(s), if deposited in person or sent by courier/registered post at the expense of the member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutiniser appointed by the Company.
3. The postal ballot form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned / incorrect postal ballot form will be rejected. The Scrutiniser's decision on the validity of a postal ballot will be final and binding.
4. In case of companies, trusts, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board resolution/Authority to the person voting on the postal ballot form. In case of electronic voting, documents such as certified true copy of Board Resolution/Power of Attorney etc. should be mailed to the scrutinizer at rsaevoting@gmail.com with a copy marked to evoting@karvy.com.
5. There will be only one postal ballot form for every folio irrespective of the number of joint holder(s). A member is not entitled to appoint a proxy to vote in his / her behalf by postal ballot.
6. Duly completed postal ballot form(s) should reach the Scrutiniser not later than the close of working hours at (5 p.m.) on Wednesday, January 11, 2017. Postal Ballot form(s) received after this date will be strictly treated as if the reply from such member has not been received.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on December 02, 2016.
8. In case Power of Attorney holders sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form.
9. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutiniser and the Company will not be able to act on the same.

The Company is pleased to offer e-voting facility, for all the members, to enable them to cast their votes electronically instead of physical postal ballot form.

(B) Members opting for e-voting may follow the procedure as recommended by M/s.Karvy Computershare Private Limited, the e-voting agency appointed by us, as stated in the postal ballot notice.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
December 13, 2016 (9.00 am IST)	January 11, 2017 (5.00 pm)

