

# Notice of the Annual General Meeting of the Company

To the Members of  
Coromandel International Limited

Notice is hereby given that the **Sixtieth (60<sup>th</sup>) Annual General Meeting (AGM)** of the Members of Coromandel International Limited will be held on **Wednesday, July 27, 2022, at 3.30 p.m. IST** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following businesses:

## Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, the Report of the Auditors' thereon and the Report of the Board of Directors, and in this regard to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, the Report of the Auditors' thereon and the Report of the Board of Directors placed before the 60<sup>th</sup> Annual General Meeting be and are hereby received, considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, the Report of the Auditors' thereon, and in this regard to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, and the Report of the Auditors thereon placed before the 60<sup>th</sup> Annual General Meeting be

and are hereby received, considered and adopted."

3. To declare final dividend to be paid for the financial year ended March 31, 2022 and confirm the interim dividend paid during the year, and in this regard, to consider and, if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a final dividend of Rs. 6/- per equity share of face value of Re. 1/- each be declared for the financial year ended March 31, 2022 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on July 15, 2022 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on July 15, 2022 as per the details provided by National Securities Depository Limited and Central Depository Services (India) Limited in case the shares are held in electronic form."

**"RESOLVED FURTHER THAT** the interim dividend of Rs. 6/- per equity share of Re. 1/- each approved by the Board of Directors and paid by the Company during the financial year ended March 31, 2022, be and is hereby confirmed."

4. To appoint a Director in place of Mr. A Vellayan (DIN: 00148891), who retires by rotation and being eligible, offers himself for re-appointment, and in this regard to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. A Vellayan (DIN: 00148891), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## Special Business

5. To approve payment of commission to Mr. A Vellayan (DIN: 00148891), Chairman of the Company, and in this regard to consider and if deemed fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6)(ca) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. A. Vellayan (DIN: 00148891), Non-Executive Director and Chairman of the Company, be paid a commission of Rs. 200 Lakhs for the financial year 2021-22."

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

6. To appoint Mr. Narayanan Vellayan to office or place of profit in the Company, and in this regard to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f), and other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

being in force), Mr. Narayanan Vellayan be and is hereby appointed as Head – Strategic Sourcing of the Company with effect from August 1, 2022, at a remuneration, as given below, and on such terms and conditions, as approved by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include Nomination and Remuneration Committee of the Board).

- Basic Salary: Rs.7,16,545/- (Rupees seven lakhs sixteen thousand five hundred and forty five) per month.
- House Rent Allowance: 50% of the basic salary
- Other Benefits: All other allowances, incentives, benefits, facilities, schemes, reimbursements, leave encashment, provident fund contribution, gratuity, health and other insurances, vehicle or any other kind of benefit as granted to senior employees of the Company as per rules and policies of the Company, as applicable, from time to time.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to alter, modify and vary the terms and conditions of employment of, and the remuneration, including salary, allowances, perquisites, incentives and benefits payable

to Mr. Narayanan Vellayan, to the extent the Board may deem fit, and to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this Resolution."

7. To ratify the remuneration of the Cost Auditors for the financial year 2022-23, and in this regard to consider and if deemed fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of the Cost Auditors of the Company, as set out hereunder and approved by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2022-23, be and is hereby ratified and confirmed."

| Name of the Cost Auditor    | Unit / Area of the Audit  | Audit Fees payable* (₹) |
|-----------------------------|---|-------------------------|
| M/s. Narasimha Murthy & Co. | For all the products manufactured at units of the Company at Visakhapatnam, Kakinada and Ennore   | 8.50 Lakhs              |
| Mrs. Jyothi Satish          | For all the products manufactured at SSP units at Ranipet, Udaipur, Hospet, Nandesari – Baroda, Kota, Raigad, Raebareli and Nimrani and Pesticides units at Sarigam, Dahej, Ranipet, Ankleshwar and Jammu and Bio Pesticides Plant at Thyagavalli, Cuddalore. | 5.00 Lakhs              |

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

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

Date: April 28, 2022

Place: Secunderabad

By Order of the Board  
For Coromandel International Limited

Corporate Identification Number : L24120TG1961PLC000892

**Registered Office:**

"Coromandel House"

1-2-10, Sardar Patel Road

Secunderabad 500 003

Tel: +91 40 66997000/ 7300 / 7500

Fax: +91 40 27844117

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

Website: <https://coromandel.biz>

Rajesh Mukhija  
Sr. Vice President – Legal  
& Company Secretary

## NOTES:

1. In terms of the General Circular number 20/2020 read with General Circular numbers 14/2020, 17/2020, 02/2021, 19/2021, 21/2021 and 2/2022 issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence, in compliance with the Circulars, the 60<sup>th</sup> AGM of the Company is being held through VC/OAVM, hereinafter called as electronic Annual General Meeting ("e-AGM"). The deemed venue for this e-AGM shall be the registered office of the Company. The detailed procedure for participating in the e-AGM is given below and will also be available at the Company's website [www.coromandel.biz](http://www.coromandel.biz).
2. In compliance with the aforesaid Circulars, this e-AGM Notice, together with the Annual Report for the financial year 2021-22, is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The e-AGM Notice and Annual Report of the Company are also available on the Company's website at [www.coromandel.biz](http://www.coromandel.biz) and on the website of the Stock Exchanges where the shares of the Company are listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited - [www.nseindia.com](http://www.nseindia.com). Members who have not registered their email address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
3. As this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with and they can attend the meeting through login credentials provided to them. Accordingly, the facility for appointment of proxies by the Members will not be available and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc. pursuant to Section 113 of the Companies Act, 2013 ("the Act"), together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser through email ID: [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Coromandel – 60<sup>th</sup> AGM".
5. Pursuant to Section 102(1) of the Act, an Explanatory Statement in respect of the Special Business to be transacted at the AGM is annexed hereto.
6. As required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Mr. A Vellayan, Director seeking re-appointment at this AGM are provided as annexure to the Notice and in the Report on Corporate Governance, forming part of the Annual Report.
7. **Book Closure:** The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, July 18, 2022 to Wednesday, July 27, 2022 (both days inclusive).
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in the Notice will be available for inspection in electronic mode. Members can send an email for the purpose to [investorsgrievance@coromandel.murugappa.com](mailto:investorsgrievance@coromandel.murugappa.com).
9. **Unclaimed/Unpaid Dividend:** Pursuant to the provisions of Section 124 of the Act, the amounts of dividend declared and remaining unpaid/unclaimed pertaining to the financial year 2013-14, have been transferred to the Investors Education and Protection Fund Authority (IEPF

Authority). Details of unpaid/unclaimed dividends lying with the Company as on March 31, 2022 are available on the website of the Company at [www.coromandel.biz/investors/dividend](http://www.coromandel.biz/investors/dividend) and the Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in). Members are requested to contact KFin Technologies Limited Unit: Coromandel International Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Serilingampally Mandal, Hyderabad – 500 032, Telangana, the Registrar and Share Transfer Agents (“RTA/ KFinTech”) of the Company, to claim the unclaimed /unpaid dividends.

**10. Compulsory transfer of Equity Shares to IEPF Authority:** As per Section 124(5) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 (IEPF Rules) and amendments made thereto, all shares in respect of which dividends remain unpaid or unclaimed for a consecutive period of seven years or more are required to be transferred to the demat account of IEPF Authority. Pursuant thereto, the Company has transferred the underlying shares in respect of which dividends remained unclaimed for a consecutive period of seven years.

The Members / claimants whose shares, have been transferred to IEPF may claim the shares by making an application to IEPF Authority in webform IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The Member / claimant can file

only one consolidated claim in a Financial Year as per the IEPF Rules.

**11. Final Dividend:** The final dividend, as recommended by the Board of Directors of the Company, if approved at the AGM, will be paid on or after August 12, 2022, but within 30 days from the declaration of dividend at the AGM, as provided in the Act, to those Members whose names stand registered on the Company's Register of Members, as at the end of business hours on Friday, July 15, 2022.

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

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

ii. A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents on the link <https://ris.kfintech.com/form15/> on or before July 15, 2022. Shareholders are

requested to note that in case their PAN is not registered/valid, the tax will be deducted at a higher rate of 20%.

iii. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to uploading the mandatory documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, and any other document which may be required to avail the tax treaty benefits, on the link <https://ris.kfintech.com/form15/> on or before July 15, 2022.

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

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

vi. The documents submitted in this regard, are subject to verification



by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961.

13. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agent, KFintech cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members holding shares in electronic form are, therefore, advised to intimate any change in their address or bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates to KFintech.

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

- a. 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, bank account details, email address, mobile number, postal address (KYC details), and to register their nomination or opt-out of nomination. SEBI has notified forms for the purpose, as detailed below:

| Forms       | Descriptions  |
|-------------|---|
| Form ISR-1  | Request for registering PAN, bank account details, 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 Nomination opt-out  |
| Form SH- 14 | Change in Nomination  |

The above forms can be downloaded from the following weblinks:

[ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd)

or [www.coromandel.biz/investors/investors-information](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 the address of KFintech (RTA).

**b. Compulsory linking of PAN and Aadhaar:**

The Central Board of Direct Taxes (CBDT) mandated linking PAN with Aadhaar number on or before March 31, 2023. PAN linked with Aadhaar numbers shall only be considered as valid PAN. All shareholders holding shares in physical form are requested to submit valid PAN to RTA and RTA shall accept valid PAN only.

**c. Freezing of Folios:**

- i. Folios in which PAN is/are not valid, i.e., PAN not linked to Aadhar as on March 31, 2023 or any other date as may be specified by Central Board of Direct Taxes, shall be frozen thereafter.
- ii. Such Folios wherein any one of the referred documents mentioned in (a) above/ details are not available on or after April 01, 2023, shall be frozen and shareholders shall be eligible for receipt of dividend through electronic mode only after submission of the complete documents / details as referred in (a) above.
- iii. After December 31, 2025, the frozen folios shall be referred by RTA/ Company to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

Shareholders are also requested to ensure that their PAN is linked to Aadhar by March 31, 2023, or any other date as may be specified by the CBDT and also update the bank account details, KYC details, i.e., email address, mobile number, postal address, etc. as referred to in (a) above to avoid freezing of their folio.

**15. Issuance of securities only in demat mode:** As per the Regulation 39 and 40 of the Listing Regulations, the Company shall issue securities in dematerialized form only while processing any requests from shareholders holding shares in physical mode in respect of i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission and viii. Transposition ("service requests").

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

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

**16. Mandatory furnishing of Valid PAN, KYC details and Nomination by shareholders holding shares in demat mode**

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

The demat accounts wherein the above details have not updated for all the 6 KYC attributes, such demat accounts will be frozen for debits on March 31, 2023. Shareholders holding shares in demat mode are requested to approach their Depository participants and update the details at the earliest.

**17. Procedure for 'remote e-Voting':**

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

Pursuant to SEBI circular no. SEBI / HO / CFD/CMD / CIR/P/2020 / 242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of

single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. The details of the process and manner for remote e-Voting are explained herein below:

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

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

**A. Individual Members holding shares in Demat mode with National Securities Depository Limited ("NSDL"):**

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

- i. Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
- ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section.
- iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
- iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.
- v. Click on "Active E-voting Cycles" option under E-voting.

vi. You will see Company Name: "Coromandel International Limited" on the next screen. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

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

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

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

- i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
- ii. Click on the button "Login" available under "Shareholder/Member" section.
- iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are

registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.

- iv. On successful authentication, you will enter the e-Voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under e-Voting. You will see Company Name: "Coromandel International Limited" on the next screen. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider "KFin" and you will be re-directed to the e-Voting page of "KFintech" to cast your vote without any further authentication.

**B. Individual Members holding shares in Demat mode with Central Depository Services (India) Limited ("CDSL"):**

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

- i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox).
- ii. Enter your User ID and Password for accessing Easi / Easiest.
- iii. You will see Company Name: "Coromandel International

Limited" on the next screen.

- iv. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

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

- i. To register, type in the browser / Click on the following link: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- ii. Proceed to complete registration using your DP ID Client ID (BO ID), etc.
- iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

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

- i. Type in the browser / Click on the following links: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
- ii. Provide Demat Account Number and PAN
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
- iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Coromandel International



Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech.

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

- i. Individual Members holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL.
- ii. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins.
- iii. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider "KFintech" and you will be redirected to the e-Voting page of KFinTech to cast your vote without any further authentication.
- iv. Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

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

**Contact details in case of any technical issue:**

Securities held with NSDL

Members facing any technical issue during login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free nos.: 1800 1020 990 / 1800 22 44 30

Securities held with CDSL

Members facing any technical issue during login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 022-23058542-43.

**II. Information about remote e-Voting by Members, other than those holding shares of the Company in demat mode, and all Members holding shares in physical mode:**

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials. The E-Voting Event Number: 6665 followed by Folio No. or DP ID Client ID will be your User ID. If you are already registered with

KFin for e-Voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3094-001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who forgotten the Password are advised to use "Forgot Password" options available on the website.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN): 6665 for Coromandel International Limited.

- vii. On the voting page, enter the number of shares as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- x. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- xi. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- xii. Once you confirm, you will not be allowed to modify your vote.
- xiii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser through email ID: [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).

[kfintech.com](https://kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Coromandel – 60<sup>th</sup> AGM".

**B. In case whose email address is not registered with the Company / Depository Participants. kindly follow the instruction in Note No. 14 & 16 to the Notice.**

Any Member who has forgotten the User ID and Password, may obtain/generate/retrieve the same from KFintech in the manner as mentioned below:

- i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS:

MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

- 1. Example for NSDL: MYEPWD XXXXIN12345612345678
- 2. Example for CDSL: MYEPWD XXXX1402345612345678
- 3. Example for Physical: MYEPWD XXXX1234567890

- ii. If e-mail address and mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- iii. Member may call on KFintech's toll-free numbers 1800-309-4001 [from 9:00 A.M. (IST) to 6:00 P.M. (IST) on all working days].

- iv. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). After due verification of the request, User ID and password will be sent to the Member.

- v. If the Member is already registered with KFintech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.

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

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

Mr. Vasant Rao Chowdhary,  
Manager - Corporate Registry  
KFin Technologies Limited  
"Selenium Tower-B", Plot No. 31 & 32,  
Financial District, Nanakramguda,  
Serilingampally, Hyderabad - 500032,  
Telangana.  
Toll-free No.: 1800 3094 001  
Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

#### **Voting at the e-AGM:**

- i. Members, who cast their votes by e-voting prior to AGM may attend the AGM, but will not be entitled to cast their votes again. Members who could not vote through remote e-Voting may avail the e-Voting system provided at the e-AGM ("Insta Poll") by KFin Technologies Limited.
- ii. Only those Members/ Shareholders who will be present in the e-AGM through Video Conferencing facility and who have not cast their vote through remote e-Voting are eligible to vote through Insta Poll.
- iii. Members who have voted through remote e-Voting will be eligible to attend the e-AGM. However, such Members will not be eligible to vote at the meeting.
- iv. InstaPoll Instructions: The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the e-AGM proceedings. Members shall click on the same to take them to the "Insta Poll" page.
- v. Members to click on the "Insta Poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- vi. Members may contact Mr. Vasant Rao Chowdhary, Manager - Corporate Registry at KFinTech for any grievances relating to Insta Poll.

#### **18. Instructions for attending the e-AGM through VC/ OAVM are as under:**

Detailed procedure and manner for participating in e-AGM is explained as under:

- i. Attending e-AGM through Video conferencing:

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

- a. Launch internet browser (latest version of Chrome/ Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>
- b. On the login page, enter the login credentials (i.e., User ID (In case of Demat Account enter - DP ID and Client ID / In case of physical mode enter Folio No.) and Existing Password.
- c. After logging in, click on "Video Conference" option.
- d. Then click on camera icon appearing against AGM event of Coromandel International Limited to attend the AGM.
- ii. Members who have forgotten the Password are advised to use "Forgot Password" options available on the website.
- iii. Members will be permitted to participate in the e-AGM on first come first serve basis (FCFS), as the participation through video conferencing is limited to 1,000 members only. The members can login and join 15 minutes prior to the scheduled time of the e-AGM and the window for joining will be kept open till expiry of 15 minutes after the scheduled time of e-AGM on FCFS basis. However, there is no restriction on participation for large shareholders (shareholders holding 2% or more shareholding), Promoters and Institutional Investors.

- iv. The attendance of the Members who have logged in and are attending the e-AGM will be counted for the purpose of reckoning quorum under Section 103 of the Act.

- v. Members are encouraged to participate in the e-AGM through laptops or desktops with Google Chrome for better experience.
- vi. Members are required to allow camera, if any, and use Internet with a good speed to avoid any disturbance during the meeting.
- vii. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate aforesaid glitches.

- viii. **AGM questions prior to e-AGM:** Shareholders who would like to express their views or ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" and may post their queries/views/questions in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. The Members may post their questions from Monday, July 18, 2022 at 9.00 a.m. to Friday, July 22, 2022. at 5.00 p.m.

- ix. **Speaker Registration during e-AGM session:** Member may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number / folio

number, city, email address, mobile number and submit. The speaker registration shall commence from Monday, July 18, 2022 at 9.00 a.m. and shall close on Friday, July 22, 2022 at 5.00 p.m.

- x. In case of any query relating to the procedure for attending e-AGM through VC/OAVM or for any technical assistance, the members may call on toll free no.: 1800 3094 001 or send an e-mail at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

#### Other Instructions:

- i. The Members may update their mobile number and e-mail id in the user profile details of the folio which can be used for sending future communication(s).
- ii. The e-Voting period commences on **Saturday, July 23, 2022 (9.00 a.m. IST) and ends on Tuesday, July 26, 2022 (5.00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Wednesday, July 20, 2022**, may cast their vote electronically in the manner as set out herein above. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- iii. Those who become Members of the Company after dispatch of the Notice of AGM but on or before **Wednesday, July 20, 2022 (cut-off date)** may write to KFintech at [evoting@kfintech.com](mailto:evoting@kfintech.com) or to the Company at [investorsgrievance@coromandel.murugappa.com](mailto:investorsgrievance@coromandel.murugappa.com) requesting for user ID and password. On receipt of user ID and password, the steps from SL. Nos. (i) to (vii) mentioned in (A) above should be followed for casting of vote.

- iv. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e., Wednesday, July 20, 2022**.

- v. The Board of Directors has appointed Mr. R. Sridharan (Membership No. F4775 and CP No. 3239), Practicing Company Secretary of M/s R Sridharan & Associates, Company Secretaries, as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner.

- vi. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated

Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

- vii. The Results shall be declared either by the Chairman or by a person authorized in writing by the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

- viii. Immediately after declaration of results, the same shall be placed along with the Scrutiniser's Report on the Company's website [www.coromandel.biz](http://www.coromandel.biz) and on the website of KFintech <https://evoting.kfintech.com>, and communicated to stock exchanges viz., BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

- ix. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

## ANNEXURE TO NOTICE

Details of the Director seeking reappointment at the 60<sup>th</sup> Annual General Meeting vide item No. 4 of the Notice dated April 28, 2022, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2, are given below:

### Mr. A Vellayan

Mr. A Vellayan, aged 69 years, is the Chairman of the Company. He holds a Bachelor's degree in Commerce from Shri Ram College of Commerce, New Delhi, Diploma in Industrial Administration from Aston University, UK and Masters in Business Studies from University of Warwick Business School, UK. He has been conferred Doctor of Science (Honoris Causa) by Aston University, UK. Mr. Vellayan is the Chairman of the Indian Institute of Management, Kozhikode and Roca Bathroom Products Private Limited. He has vast experience in fertilisers business, general management and financial planning.

Mr. Vellayan also holds directorship in Kanoria Chemicals & Industries Limited, Ambadi Investments Limited, Roca Bathroom Products Private Limited and the Fertilizer Association of India. He does not hold membership in any Board Committees of these Companies. He has not resigned from the Board of any listed Company during the last three years.

Mr. Vellayan held various positions in the Murugappa Group in the past. He also served on the Board of the Company in the past. He was again appointed as Director effective from November 11, 2020, taking into consideration his vast experience in fertilizers industry.

Profile of Mr. A Vellayan, and his attendance and remuneration for the financial year 2021-22 appear in the Annual Report under Directors' Profile and in Corporate Governance Report.

Mr. A Vellayan is proposed to be re-appointed as a Director liable to retire by rotation at the ensuing Annual General Meeting, and shall be entitled to such remuneration as the Chairman, as approved by the Members. Mr. Vellayan holds 1,18,150 equity shares of the Company and is not related to any other Director on the Board or Key Managerial Personnel of the Company.



**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").**

**Item No. 5**

**Payment of commission to Mr. A Vellayan, Chairman of the Company**

Regulation 17(6)(a) of the Listing Regulations provides that where the annual remuneration payable to any Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors, such payment should be approved by the Shareholders by special resolution.

Considering the contribution being made by Mr. A Vellayan, Chairman to the Company, and as recommended by the Nomination and Remuneration Committee, the Board has approved payment of commission of Rs. 200 Lakhs to Mr. A Vellayan for the financial year 2021-22, subject to the approval of the Shareholders of the Company as required in terms of Regulation 17(6) (a) of the Listing Regulations. The Company had been making payment of differential remuneration to the Chairman as per the approval given by the shareholders in the past.

The overall commission proposed for all the Non-Executive Directors is Rs. 271.56 Lakhs, which is well within the limits of 1% of net profits of the Company for financial year 2021-22 as computed in the manner laid down in Section 198 of the Act.

Accordingly, approval of the Shareholders is being sought for payment of commission to Mr. A Vellayan, Chairman, as the proposed remuneration to him exceeds fifty per cent of the total remuneration payable to other Non-Executive Directors of the

Company for the financial year 2021-22.

Mr. A Vellayan, Chairman and his relatives are interested in Item no. 5 to the extent of their shareholding. None of the other Directors and Key Managerial Personnel of the Company, including their relatives, are concerned with or interested in, financially or otherwise, in the Resolution as set out at Item no. 5.

The Board recommends the Special Resolution as set out at Item No.5 for approval by Shareholders.

**Item No.6**

**Appointment of Mr. Narayanan Vellayan to an office or place of profit in the Company.**

It is proposed to appoint Mr. Narayanan Vellayan, who is a related party, being related to Mr. A. Vellayan, Chairman to an office or place of profit as Head-Strategic Sourcing in the Company with effect from August 1, 2022.

As required in terms of provisions of Section 177 and 188 of the Companies Act, 2013, and Rule 15(3)(b) of the Companies (Meetings of Board and Its Powers) Rules, 2014, any appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding Rs. 2.50 lakhs shall be subject to prior approval of the Audit Committee, the Board of Directors and the Shareholders of the Company.

Accordingly, and on the basis of the recommendation made by the Nomination & Remuneration Committee, and the Audit Committee, the Board of Directors at its meeting

held on April 28, 2022 has approved the appointment of Mr. Narayanan to an office or place of profit as Head-Strategic Sourcing in the Company with effect from August 1, 2022, subject to the approval of the Shareholders of the Company.

Mr. Narayanan Vellayan has graduated from University of Bristol, UK with a LLB (Hons). He has key competencies in business areas like strategic partnering, business planning and development, leadership, strategic sourcing, financial acumen, value generation, branding and new product introduction, creative thinking, and networking. He has about 14 years of experience having worked with KMPG and the Company in the past.

Accordingly, consent of the Shareholders is being sought for appointment of Mr. Narayanan Vellayan to an office or place of profit as Head-Strategic Sourcing in the Company with effect from August 1, 2022 at a remuneration as set out in item no. 6 of the Notice of Annual General Meeting.

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

The Board recommends the Ordinary Resolution as set out at Item No. 6 for approval by the Shareholders.

## Item No. 7

### Ratification of remuneration to Cost Auditors

The Board of Directors, upon recommendation of the Audit Committee, approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants and Mrs. Jyothi Satish, Cost Accountant as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2022-2023 on the remuneration payable to them as per details furnished in item no. 7 of the Notice of the Annual General Meeting.

In accordance with the provisions of Section 148 of the Act read with Rule 14 (a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company. Accordingly, consent of the Shareholders is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-2023.

None of the Directors and Key Managerial Personnel of the Company, including their relatives are concerned with or interested in, financially or otherwise, in the resolution as set out at item no. 7.

The Board recommends the Ordinary Resolution set out at Item No. 7 for approval by shareholders.

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

Date: April 28, 2022

Place: Secunderabad

**Rajesh Mukhija  
Sr. Vice President – Legal & Company Secretary**