

**Consolidated Scrutinizer's Report**

22<sup>nd</sup> July, 2019

The Chairman

**Coromandel International Limited,**

Coromandel House"

1-2-10, Sardar Patel Road,

Secunderabad - 500 003

**Ref: 57<sup>th</sup> Annual General Meeting (AGM) of the members of the Company**

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of **Coromandel International Limited** vide resolution dated 23<sup>rd</sup> April, 2019, pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and Rule 21 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process held between Friday, July 19, 2019 (9.00 AM) (IST) to Sunday, July 21, 2019 (5.00 PM) (IST) and to conduct the voting process through electronic voting system (Insta Poll) relating to the resolutions set out in the notice of the 57<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Monday, 22<sup>nd</sup> July, 2019 at 10.30 a.m. (IST) at Hotel Minerva Grand, S D Road, Secunderabad - 500 003. The shareholders of the Company as on the "cut off" date i.e. Tuesday, 16<sup>th</sup> July, 2019 were entitled to vote as set out in the notice of the AGM.

We now submit our consolidated Report as under:

1. The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) from M/s Karvy Fintech Private Limited for enabling the members to cast their vote under the provisions of the said Sections and the Rules made there under.
2. We have scrutinized and reviewed the remote e-voting system, electronic voting system at the AGM Venue (Insta Poll) at the conclusion of AGM. We had unblocked the members who had exercised the votes through remote e-voting after 5.00 P.M. on July, 21, 2019. Further, we have unblocked the votes cast by the members at the AGM venue through electronic voting system (Insta Poll) in the presence of Mr. K Satheesh and Mr. N Naveenraj, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and voting at the AGM venue (Insta Poll) are based on the data downloaded from the official website of M/s Karvy Fintech Private Limited.
3. Based on the data downloaded from the Official website of M/s Karvy Fintech Private Limited for the remote E-Voting system and on the basis of the report furnished to us by them on the electronic voting system (Insta Poll) conducted at the AGM Venue, we now submit our consolidated report (Remote E-Voting, Electronic Voting System (Insta Poll)) as under:

**57<sup>th</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT**

**Coromandel International Limited**





**Item No. 1 - Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2019, together with the Auditor's report thereon and Reports of the Board of Directors. (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>238</b>	<b>229662400</b>	<b>218</b>	<b>24477</b>	<b>229686877</b>	<b>99.9999</b>

(ii) Votes **against** the resolution:

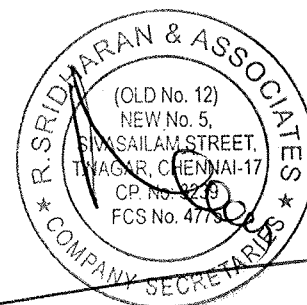
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>4</b>	<b>312</b>	<b>2</b>	<b>27</b>	<b>339</b>	<b>0.0001</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 2 - Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2019 together with the Report of the Auditors thereon. (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
238	229662400	219	24484	229686884	99.9999

(ii) Votes **against** the resolution:

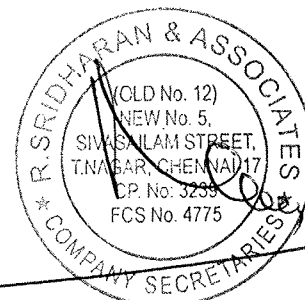
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
4	312	1	20	332	0.0001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 3 – Declaration of Final Dividend for the year ended 31<sup>st</sup> March, 2019 and Confirmation of interim dividend.(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>244</b>	<b>237937059</b>	<b>219</b>	<b>24484</b>	<b>237961543</b>	<b>99.9999</b>

(ii) Votes **against** the resolution:

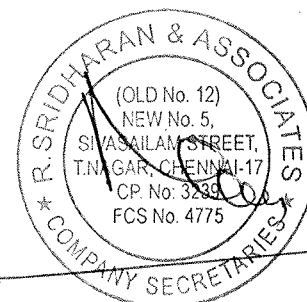
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>1</b>	<b>1</b>	<b>1</b>	<b>20</b>	<b>21</b>	<b>0.0001</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 4 – Re-appointment of Mr. V. Ravichandran (DIN: 00110086) as a Director liable to retire by rotation.(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
241	237936983	219	24484	237961467	99.99996

(ii) Votes **against** the resolution:

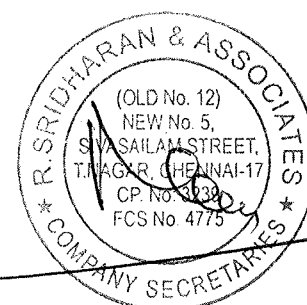
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
4	77	1	20	97	0.00004

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 5 – Re-appointment of M/s. Deloitte, Haskins & Sells as Statutory Auditors for a period of two years.(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
207	230516838	216	23681	230540519	99.6649

(ii) Votes **against** the resolution:

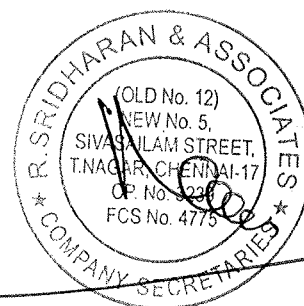
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
26	774320	4	823	775143	0.3351

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 6 – Re -appointment of Mr. Prasad Chandran (DIN : 00200379) as an Independent Director of the company.(Special Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
232	232442936	219	24484	232467420	99.9999

(ii) Votes **against** the resolution:

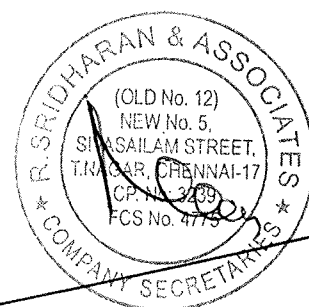
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
5	328	1	20	348	0.0001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution exceeds three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 7 –Appointment of Dr. B.V.R Mohan Reddy (DIN : 00058215) as a Director, liable to retire by rotation.(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>226</b>	<b>232216038</b>	<b>219</b>	<b>24484</b>	<b>232240522</b>	<b>99.9022</b>

(ii) Votes **against** the resolution:

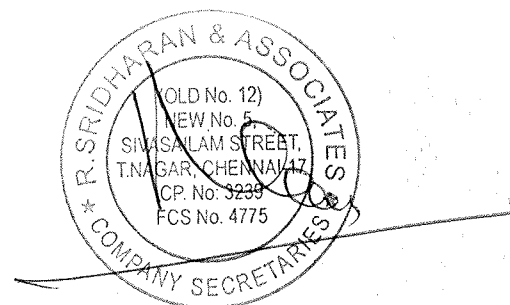
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>11</b>	<b>227226</b>	<b>1</b>	<b>20</b>	<b>227246</b>	<b>0.0978</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.







**Item No. 8 –Appointment of Ms. Aruna B. Advani (DIN : 00029256) as a Director and as an Independent Director of the Company.(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>233</b>	<b>232442952</b>	<b>219</b>	<b>24484</b>	<b>232467436</b>	<b>99.9999</b>

(ii) Votes **against** the resolution:

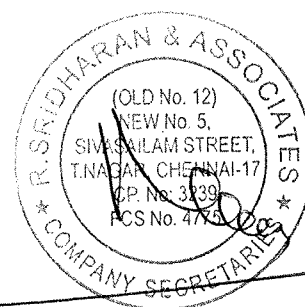
Number of members voted in Remote E- Voting	Number of votes cast (Shares) Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>4</b>	<b>312</b>	<b>1</b>	<b>20</b>	<b>332</b>	<b>0.0001</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) Remote E- Voting	Number of members/Proxies voted by Insta Poll.	Number of votes cast (Shares) Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 9 –Appointment of Dr. R. Nagarajan (DIN : 02705175) as a Director and as an Independent Director of the Company.(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
233	232442952	219	24484	232467436	99.9999

(ii) Votes **against** the resolution:

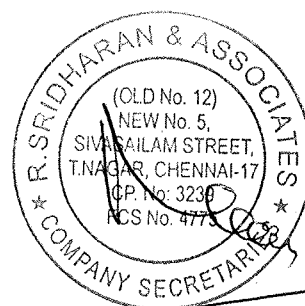
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
4	312	1	20	332	0.0001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed with requisite majority.



**Company Secretaries**

**Item No. 10 –Appointment of Mr. K.V. Parameshwar (DIN : 08244973) as a Director and as an Independent Director of the Company.(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>233</b>	<b>232442952</b>	<b>219</b>	<b>24484</b>	<b>232467436</b>	<b>99.9999</b>

(ii) Votes **against** the resolution:

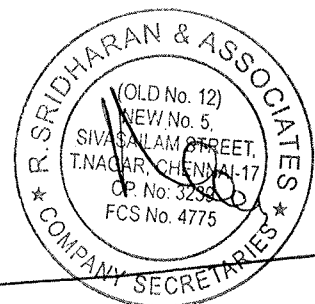
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>4</b>	<b>312</b>	<b>1</b>	<b>20</b>	<b>332</b>	<b>0.0001</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in **favour** of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed with requisite majority.



**Company Secretaries****Item No. 11 - Payment of the remuneration to Non - Executive Directors.(Special Resolution)**(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>225</b>	<b>232418407</b>	<b>219</b>	<b>24484</b>	<b>232442891</b>	<b>99.9893</b>

(ii) Votes **against** the resolution:

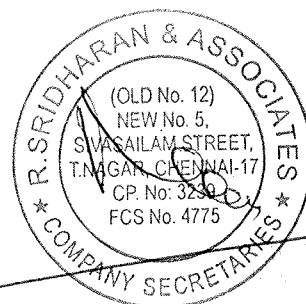
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>12</b>	<b>24857</b>	<b>1</b>	<b>20</b>	<b>24877</b>	<b>0.0107</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution exceeds three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed with requisite majority.



**Company Secretaries**

**Item No. 12 – Payment of the remuneration to Mr. M. M. Murugappan, Chairman.(Special Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>222</b>	<b>232305437</b>	<b>219</b>	<b>24484</b>	<b>232329921</b>	<b>99.9407</b>

(ii) Votes **against** the resolution:

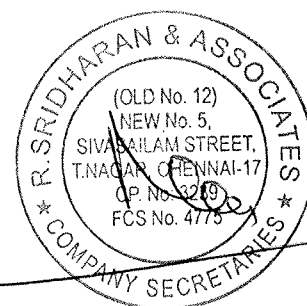
Number of members voted in Remote E- Voting	Number of votes cast (Shares) Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>15</b>	<b>137827</b>	<b>1</b>	<b>20</b>	<b>137847</b>	<b>0.0593</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution exceeds three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed with requisite majority.



**Company Secretaries**

**Item No. 13 – Ratification of payment of remuneration to Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>240</b>	<b>237936732</b>	<b>217</b>	<b>23674</b>	<b>237960406</b>	<b>99.9995</b>

(ii) Votes **against** the resolution:

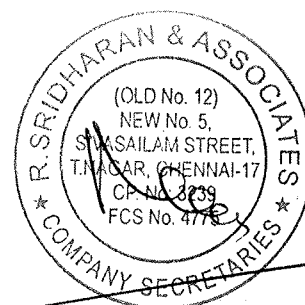
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>5</b>	<b>328</b>	<b>3</b>	<b>830</b>	<b>1158</b>	<b>0.0005</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 13 as set out in the Notice of the AGM is passed with requisite majority.





**Company Secretaries**

4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.

5. The electronic data relating to remote e-voting and electronic voting system (Insta Poll) and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,  
Yours faithfully,

For R. Sridharan & Associates  
Company Secretaries

  
CS R. Sridharan

CP No. 3239

FCS No. 4775

UIN: S2003TN063400

