

COROMANDEL INTERNATIONAL LIMITED

CIN: L24120TG1961PLC000892

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

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

Phone Nos.: 040-66997300/7500

NOTICE OF POSTAL BALLOT

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

The Members

Coromandel International Limited

Dear Member,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) vide its General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and other relevant circulars and notifications issued by the MCA (hereinafter collectively referred to as “the MCA Circulars”) to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

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

The remote e-voting window shall remain open from **9.00 a.m. IST on Friday, May 9, 2025 and ends at 5:00 p.m. IST on Saturday June 7, 2025**, and the remote e-voting shall be disabled thereafter. Members are, therefore, requested to cast their votes on or before the above-mentioned date and time.

The statement setting out material facts, pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions are annexed to this Notice. Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice, for casting of votes not later than 5:00 p.m. IST on **Saturday, June 7, 2025**. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors has appointed M/s. R. Sridharan & Associates, Company Secretaries, (FCS: 4775 and COP: 3239) Chennai as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Executive Chairman of the Company or any person authorised by him after completion of scrutiny of the votes. The results of voting conducted through postal ballot (remote e-voting process only) will be announced by the Executive Chairman or any person authorised by him on or before 10th day of June, 2025. The results of the voting along with the Scrutinizer's Report will be made available on the Company's website i.e. www.coromandel.biz and will also be displayed in the notice board of the Company at its registered office at "Coromandel House", 1-2-10, Sardar Patel Road, Secunderabad – 500 003 and the website of NSDL at www.evoting@nsdl.com and also will be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), where the Company's equity shares are listed and be available on their respective websites, i.e., www.bseindia.com and www.nseindia.com.

SPECIAL BUSINESS

PROPOSED RESOLUTIONS:

ITEM NO.1

Appointment of Mr. Natarajan Srinivasan (DIN: 00123338) as a Director of the Company

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 all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Natarajan Srinivasan (DIN: 00123338) who was appointed as an Additional Director, by the Board of Directors, with effect from April 30, 2025, and who holds office up to the date of ensuing Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013 and Article 17.2 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

ITEM NO.2

Appointment of Mr. Natarajan Srinivasan (DIN:00123338) as Whole-time Director, designated as Executive Vice Chairman of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Article 22 of Articles of Association and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Natarajan Srinivasan (DIN: 00123338) as a Whole-time Director – Key Managerial Personnel of the Company designated as Executive Vice Chairman, with effect from April 30, 2025 to September 30, 2027, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Natarajan Srinivasan, Whole-time Director be paid remuneration by way of salary, allowances, perquisites, incentive and retirement benefits, subject to the maximum limit under the applicable provisions of the Companies Act, 2013, as determined by the Nomination and Remuneration Committee and approved by the Board, for each of the financial year computed as per the provisions of Section 198 of the Act read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), with effect from April 30, 2025.

RESOLVED FURTHER THAT subject to the maximum permissible limit under the provisions of the Companies Act, 2013, Mr. Natarajan Srinivasan, Whole-time Director be paid the following remuneration with effect from April 30, 2025:

| | | |
|----|----------------------------|--|
| a. | Basic Salary | Rs. 20,00,000/- (Rupees Twenty Lakh only) per month with such increments as may be decided/ recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time. |
| b. | Allowances and Perquisites | Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance, and/or any other allowance as determined/ recommended by the Nomination and Remuneration Committee and approved by the Board, subject to a maximum of 300% of Basic Salary. |
| c. | Incentives | As may be determined/ recommended by the Nomination and Remuneration Committee and approved by the Board, based on the achievement of the performance parameters laid down. |
| d. | Retirement Benefits | (i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved scheme of the Company in force from time to time. (ii) Encashment of leave as per rules of the Company in force |

Other allowances and Perquisites

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

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mr. Natarajan Srinivasan, Whole-time Director shall be as may be determined by the Board or Nomination and Remuneration Committee and shall not, except with the approval of the shareholders, exceed the limits prescribed under the Act and rules made there under or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter, modify and vary the terms and conditions including his designation and remuneration and/or perquisites payable or to be provided (including any monetary value thereof) to Mr. Natarajan Srinivasan to the extent the Board of Directors may at its discretion deem fit.

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

ITEM NO.3

Approval for alteration of Memorandum of Association (MoA) of the company by amendment to existing object clause and by inclusion of new object clauses.

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, the consent of the Members of the Company be and is hereby accorded to amend the Object Clause of the Memorandum of Association (“MoA”) of the Company by way of modification and insertion of the following new objects in the MoA.

Existing Clause (2B) is proposed to be modified by including certain items.

(inserted portions highlighted in Bold):

(2B) To carry on the business of manufacturers, importers, exporters, agents, stockists, distributors, suppliers, refiners of, and dealers in, all kinds and forms of organic chemicals, heavy chemicals, graphite, carbon, petrochemicals, drugs, medicines, antibiotics, acids, alkalies, salts, cardials, fertilisers, insecticides, fungicides, weedicides, pesticides, **Herbicides, Rodenticides, Plant Nutrients, Growth Regulators, Emulsifiers, Acaricides, Fumigants, Adjuvants, carriers**, detergents, pasting agents, solvents including industrial solvents, essences, **basic and intermediate organic chemicals from natural and petrochemical raw materials**, pharmaceutical, medicinal, chemical and industrial preparations, mineral and other waters, natural and synthetic waxes, dyes, cosmetics, paints, pigments, oils, varnishes, resins; **Inorganic basic and intermediate chemicals of Sodium, potassium, Chlor Alkali products, electro Thermal products, Phosphorus products, nitrogen chemicals, Sulphur chemicals** and all products and by-products thereof, and to manufacture, process and deal in all or any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

Insertion of New clauses after the existing clause (2F)

(2G) Manufacturer, trader, exporter of Active Pharmaceutical Ingredients (API) derived from plant extracts for usage in Pharmaceutical, nutrition, nutraceuticals, veterinary drugs / products, personal care, in addition to agri inputs and animal feeds.

(2H) To carry on the business of processing, converting, producing, manufacturing, formulating, using, buying, acquiring, storing, packing, selling, transporting, distributing, importing, exporting, trading and disposing off all types of animal, poultry feeds, articles of food for consumption of animals, birds, insects, fish, plants or any other living organism; agro chemicals its precursors and derivatives, bio chemicals, microbials, chemical pesticides, plant growth promoters, plant growth suppressors, bio-fertilisers, organic and inorganic fertilisers, manures, herbal pesticides including neem-based pesticides, and other chemicals based agricultural inputs, agricultural implements, veterinary medicines, tissue culture, aqua culture, vegetable and oil seeds pulses, cereals and multiplication thereof.

(2I) To establish, provide, maintain and conduct or otherwise subsidize research and development laboratories or facilities and experimental workshops for scientific and technical research and to undertake and carry on all types of science and technical research, experiments, process developments and tests to all kinds and to promote, sell and lease studies and research both scientific and technical investigations, process development and invention in agricultural inputs,

pharmaceutical formulations and research both scientific and technical investigations, process development and invention in pharmaceutical formulations, Chemical pesticides, bio chemicals, plant extracts and microbials and other Chemicals based agricultural inputs, veterinary medicines, etc.

(2J) To manufacture and sale of seeds and chemicals for seed treatment and machinery for seed application, biological products of microbial and plant origin including those obtained from forests, public lands, and plantations, bio-based chemicals for industrial applications including setting up of bio-refinery,

(2K) To process organic wastes such as crop residues, city waste, poultry manure, distillery spent wash etc. for production of useful products and marketing of such products.

(2L) To produce green (renewable) energy, green hydrogen, and green ammonia, contract and toll manufacturing of fertilizers, pesticides, and chemicals.

(2M) To manufacture and sale of chemicals for batteries for Electric Vehicles and Energy Storage

(2N) To carry on the business of mining and processing of ores within and outside India.

(2O) To carry the business of operation and maintenance of drones, Licensing of own technology and IPR existing as patents, designs, copyrights and providing contract R&D services.

(2P) To provide training and educational services on commercial basis, advisory services to farmers on commercial basis through retail shops, phone, digital platforms etc., application and farm management services to farmers on commercial basis.

(2Q) To engage in E-commerce and selling products to customers through digital platforms, selling financial products and risk management services to farmers.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution(s), including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution”.

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

B Shanmugasundaram
Company Secretary & Compliance Officer
FCS No.5949

Place: Chennai
Date: April 30, 2025

CIN: L24120TG1961PLC000892

Registered Office:

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

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

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

Website: <https://coromandel.biz>

NOTES:

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

1. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday , May 2, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in terms of exemption provided through the MCA Circulars. The communication of assent or dissent of the Members would take place through the process of remote e-voting only. Members are also requested to carefully read all the instructions given in the Notes.
2. Members whose name appear in the Register of Members provided by the Registrar and Share Transfer Agent of the Company ('RTA') / list of beneficial owners received from the Depositories as on the Cut-Off Date only would be considered for the purpose of voting with respect to the business set out in this Notice.
3. The Postal Ballot Notice as well as the requisite enclosure is also made available on the Company's website at www.coromandel.biz and the website of NSDL at www.evoting.nsdl.com and on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com.
4. The shareholders are requested to register / update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFIN Technologies Limited, Unit: Coromandel International Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, Telangana following due procedure as mentioned elsewhere in this Postal Ballot Notice.
5. Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has made it mandatory for holders of physical securities to furnish PAN, email address, mobile number, bank account details and to register their nomination. SEBI has notified forms for the purpose, as detailed below:

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

The above forms can be downloaded from the following weblinks:

https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd

https://karisma.kfintech.com/downloads/NOMINATION_FORM.pdf (Nomination form SH-13)

or

<https://www.coromandel.biz/investors/investors-information/>

Members holding shares in physical mode are requested to send the duly filled forms i.e., Form ISR-1, Form ISR-2, Form SH-13 or Form ISR-3 and along with requisite documents as mentioned in the respective forms to KFin at below mentioned address at the earliest:

KFin Technologies Limited

Registrar and Transfer Agent

Unit: **Coromandel International Limited**

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

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

6. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by NSDL. Guidelines for remote e-voting are given in Note no.12 of this Postal Ballot Notice.
7. **The Remote e-Voting period commences at 9.00 a.m. IST on Friday, May 9, 2025 and ends at 5:00 p.m. IST on Saturday, June 7, 2025.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Friday, May 2, 2025** may cast their vote electronically in the manner and process set out herein above. The Remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. The voting rights of shareholders shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the Cut-off Date i.e. **Friday, May 2, 2025**. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only. The voting rights in respect of unclaimed shares held in Coromandel International Limited Unclaimed Suspense Account stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations. Such shareholders are to treat this notice as having been given for information purposes only. Further, no voting rights are exercisable in respect of the equity shares transferred to and held in the account of Investor Education and Protection Fund Authority, Ministry of Corporate Affairs, in terms of Section 124 of the Act.
9. As per Secretarial Standards -2, the Resolution proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on **Saturday, June 7, 2025** i.e., the last date specified for receipt of votes through the e-voting process and as if they have been passed at a General Meeting of the Members of the Company.
10. The scrutiniser will submit his report to the Executive Chairman of the Company and after the completion of scrutiny, the results of voting through electronic means will be declared by the

Chairman or authorised persons by placing it along with the Scrutinizer's report on the Company's website www.coromandel.biz and communicated to the Stock Exchanges.

11. All the documents referred to in the Statement setting out material facts pursuant to Section 102 of the Act, annexed hereto, will be available for inspection at the registered office of the Company at any working day during business hours till June 7, 2025.

12. Guidelines relating to Remote E-voting:

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

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. |

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|---|---|
| | <p>After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 10px; margin-top: 10px;"> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting |

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| | <p>service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

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

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

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

As required by Section 102 of the Companies Act, 2013, the following statement setting out material facts relating to the Special business under Item No. 1 to 3 the accompanying Notice dated April 30, 2025

ITEM NO.1 & 2

The Board of Directors of the Company pursuant to the recommendations of the Nomination and Remuneration Committee (NRC), at its Meeting held on April 30, 2025, appointed Mr. Natarajan Srinivasan (DIN:00123338) as an Additional Director in terms of Section 161 of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Article 17.2 of Articles of Association of the Company.

The Board also appointed Mr.Natarajan Srinivasan as Whole-time Director, designated as Executive Vice Chairman with effect from April 30, 2025, to September 30, 2027, liable to retirement by rotation and subject to the approval of shareholders. He has served the Murugappa Group for more than 20 years, where he has held several senior positions as detailed in the profile below.

Mr. Natarajan Srinivasan, aged 67 years, is a commerce graduate and a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has more than 35 years of corporate experience spanning across finance, legal, operations, and general management functions. He started his career with BHEL and joined the Murugappa group in 2004, and in the twenty-year period from 2004 to 2024, he held several senior positions as follows.

Director—Murugappa Corporate Board,

Group Finance Director, Murugappa Group

Lead Director—Financial Services Business (NBFC and General Insurance Businesses)

Executive Vice Chairman and Managing Director of Cholamandalam Investment and Finance Company Limited.

Managing Director & CEO, CG Power and Industrial Solutions Limited.

He also served on the boards of Tube Investments of India Limited, Cholamandalam MS General Insurance Company Limited, and Cholamandalam Financial Holdings Limited.

In December 2018, the Government of India appointed him to the Board of Infrastructure & Leasing Financial Services Limited as an Independent Director to resolve the issues faced by the crisis-ridden company, and Srinivasan served the Board of ILFS and its material subsidiaries.

Mr. Natarajan Srinivasan was appointed as MD & CEO of CG Power and Industrial Solutions Limited (CGPISL) on 26.11.2020. This company was acquired by Murugappa Group under the stressed assets resolution mechanism of the Reserve Bank of India. The team led by him took several steps to resolve the legacy issues at CGPISL and to turn around the operations. Within 36 months, the business performance improved sharply, the company generated profits, repaid all debt, and was back on the dividend list and the turn around led the Company to have a substantial increase in Market

capitalization. In recognition of this performance, the Asian Society for Leadership and Corporate Governance honoured him with the Transformative Leader of the Year Award in the year 2024.

He is currently on the board of Godrej Agrovet Limited Independent Director, Chairman of Audit Committee, Member of Stakeholders Relationship Committee, Member in Risk Management Committee, DAM Capital Advisors Limited, Independent Director, Chairman of Nomination and Remuneration Committee. He is also in the Board of 3P Investment Managers Private Limited and CG Semi Private Limited. His area of experience / expertise include:

- Running large companies and turning around businesses.
- Experience and expert knowledge in all aspects of Corporate management and in functional domains covering finance, legal, operations, HR, corporate restructuring, governance, and M&A (both in India & abroad).

The NRC has considered, and recommended the appointment of Mr. Natarajan Srinivasan, as Whole-time Director of the Company considering the above attributes and the Board has approved the appointment.

The proposed appointment is subject to the approval of the Members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of his appointment and remuneration as recommended by the NRC and Board are set out in the resolution of this notice. Further to the recommendations of NRC and profile of Mr. Natarajan Srinivasan, the Board considers it desirable and in the interest of the Company to appoint Mr. N Srinivasan, as Whole-time Director of the Company designated as Executive Vice Chairman. With respect to the variable pay or incentives, the Remuneration Policy of the Company provides that the annual incentive (variable pay) of executives will be linked directly to the performance of the business and the Company in accordance with the employee's incentive scheme of the Company as formulated from time to time. It also provides that all employees are subject to formal annual performance management process and the compensation is linked to performance ratings, which are subject to review and recommendation by the Nomination & Remuneration Committee.

In terms of Section 161 of the Act, Mr. Natarajan Srinivasan holds office up to the date of the ensuing Annual General Meeting of the Company. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing Mr. Natarajan Srinivasan, candidature for the office of Director. Mr. Natarajan Srinivasan, has provided (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and has not been debarred or disqualified from being appointed as Director of a company by the SEBI, MCA or any such other statutory authority. He does not hold any full-time positions in any other company and hence the overall time commitment from him has been assessed at reasonable levels.

The Composition of the Board will continue to be in compliance with the SEBI Listing Regulations, 2013 post his appointment as well and the proportion of Non-Executive Directors in the overall Board composition will continue to remain at 50%.

Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, 2015, the Company is required to seek approval of Members for appointment of Mr. Natarajan Srinivasan either at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the Members is being sought through Postal Ballot for appointment of Mr. Natarajan Srinivasan as Whole-time Director.

The Board recommends this Ordinary resolution as set forth in Item no. 1 and 2 of this accompanying Notice, for approval by the Members. The terms contained in the above resolutions shall constitute the written memorandum setting out the terms of appointment.

Memorandum of Interest

Mr. Natarajan Srinivasan is interested in this Resolution as it relates to his appointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the above-mentioned Resolutions.

ITEM NO.3

The Board of Directors of the Company in its meeting held on April 30, 2025, has considered, approved and recommended to amend the Object Clause of the Memorandum of Association (MoA) as proposed in the Resolution set out in Item No.3 of this Postal Ballot Notice, subject to approval of the Members.

In order to rationalize the Object Clause of the MoA and to enable the Company to pursue emerging business opportunities and undertake allied activities to enhance its operations in a rapidly evolving business environment, certain amendments to the MoA are proposed. Members are requested to note that these proposed amendments are intended to broaden the scope of the Company's business activities by inserting new clauses and amending existing ones, as detailed in the special resolution set out in Item No. 3.

A copy of the MoA of the Company together with the proposed alterations is available for inspection by the members of the Company at its Registered Office of the Company at any working day during business hours till June 7, 2025.

As per the provisions of Section 4 and 13 of the Companies Act, 2013, any amendment to the Object Clause of the MoA requires approval of the shareholders by passing a special resolution. Hence, the Board recommends passing of the resolution as set out in the Item No.3 of this Notice as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the above resolution financially or otherwise except to the extent of their shareholding in the Company, if any.

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

B Shanmugasundaram
Company Secretary & Compliance Officer
FCS No.5949

Place: Chennai
Date: April 30, 2025

CIN: L24120TG1961PLC000892

Registered Office:

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

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

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

Website: <https://coromandel.biz>

ANNEXURE

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

| | | | | | |
|--|---|----------|----------------------------|-----------|-----------------|
| Name | Mr. Natarajan Srinivasan | | | | |
| Age | 67 years | | | | |
| DIN | 00123338 | | | | |
| Qualification | Mr. Natarajan Srinivasan is a Chartered Accountant from the Institute of Chartered Accountants of India and Company Secretary from the Institute of Company Secretaries of India | | | | |
| Brief Profile, Experience, and other details | Mr. Natarajan Srinivasan, aged 67 years, is a commerce graduate and a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has more than 35 years of corporate experience spanning across finance, legal, operations, and general management functions. He started his career with BHEL and joined the Murugappa group in 2004, and in the twenty-year period from 2004 to 2024, he held various management positions. | | | | |
| Last drawn remuneration | The remuneration last drawn is not applicable since his first appointment in the capacity of Director of the Company is effective from April 30, 2025. | | | | |
| Details of remuneration sought to be paid | As per the resolution of this Notice read with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 | | | | |
| Date of first appointment on the Board | Mr. Natarajan Srinivasan has been appointed as Whole-time Director with effect from April 30, 2025. | | | | |
| Shareholding in the Company | 10 Equity Shares | | | | |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | None | | | | |
| Number of meetings of the Board attended during the year | 1 | | | | |
| Other Directorships, Memberships / Chairmanship of Committees of other Boards | Name of the Company | Category | Chairmanship/ Directorship | Committee | Chairman/Member |
| | DAM Capital Advisors Limited | Listed | Independent Director | - | - |

| | | | | | |
|--|---|----------|----------------------|--|------------------------|
| | Godrej Agrovet Limited | Listed | Independent Director | Audit Committee Stakeholders Relationship Committee | Chairman Member |
| | CG Semi Private Limited | Unlisted | - | - | - |
| | 3P Investment Managers Private Limited | Unlisted | - | - | - |
| Listed entities from which the person has resigned in the past three years | Not applicable | | | | |
| Nature of expertise in specific functional area | He has more than 35 years of corporate work experience spanning across Finance, Legal, Projects and General Management functions. | | | | |
| Key terms and conditions of appointment | As per the resolution of this Notice read with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013. | | | | |
