

Notice of the Sixty-Third Annual General Meeting

To the Members of
Coromandel International Limited

NOTICE is hereby given that the **Sixty Third (63rd) Annual General Meeting (AGM)** of the Members of Coromandel International Limited will be held on **Thursday, July 24, 2025 at 3.30 p.m. IST** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following businesses:

Ordinary Business

To consider, and if thought fit, pass the following resolution as an Ordinary Resolutions:

ITEM No.1

To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, the Report of the Auditors' thereon and the Report of the Board of Directors.

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, the Report of the Auditors' thereon and the Report of the Board of Directors be and are hereby received, considered and adopted."

ITEM No.2

To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, the Report of the Auditors' thereon.

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the Report of the Auditors thereon be and are hereby received, considered and adopted."

ITEM No.3

To declare final dividend and special dividend for the financial year ended March 31, 2025 and to confirm the interim dividend paid during the year:

"RESOLVED THAT a final dividend of Rs. 6 per equity share, representing 600 % of face value of equity share of Re. 1/- each and a special dividend of Rs. 3 per equity share, representing 300 % of face value of equity share of Re. 1/- each, as recommended by Board of Directors, be declared for the financial year ended March 31, 2025 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 17, 2025 being the record date fixed for this purpose be and are hereby confirmed.

RESOLVED FURTHER THAT the interim dividend of Rs.6/- per equity share of face value of Re. 1/- each as approved by the Board of Directors and paid by the Company during the financial year ended March 31, 2025, be and is hereby confirmed."

ITEM No.4:

To appoint Mr.Arun Alagappan, Executive Chairman (00291361) who retires by rotation and being eligible, offers himself for re-appointment.

"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.Arun Alagappan, Executive Chairman (DIN: 00291361), 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

To consider, and if thought fit, pass the following resolution as an Ordinary Resolutions:

ITEM No.5

To appoint M/s. Sridharan & Sridharan Associates, Company Secretaries, as Secretarial Auditors for a term of Five (5) consecutive years from FY 2025-26.

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, M/s. Sridharan & Sridharan Associates, Company Secretaries (Firm Registration Number P2022TN093500) be and is hereby appointed as Secretarial Auditors of the Company for a term of Five (5) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 68th AGM of the Company to be held in the Year 2030, at a remuneration to be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

ITEM No.6

To ratify the remuneration of the Cost Auditors for the financial year 2025-26

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of 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 excluding reimbursement of out-of-pocket expenses and applicable taxes as set out hereunder, as recommended by Audit Committee and approved by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, be and is hereby ratified.

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, Ennore and Trading Operations and all Single Super Phosphate Plants at Ranipet, Udaipur, Hospet, Ennore, Nandesari - Baroda, Kota, Pali, Raebareli and Nimrani	10.60 Lakhs
M/s. Joythi Satish & Co	For all the products manufactured at Specialty Nutrients Division units of the Company at Visakhapatnam and Kakinada and Pesticides units at Sarigam, Dahej, Ranipet, Ankleshwar and Jammu and Bio products Plant at Thyagavalli, Cuddalore.	4.50 Lakhs

* - Excluding applicable taxes.

RESOLVED FURTHER THAT the Board of Directors 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."

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

B Shanmugasundaram
Company Secretary & Compliance Officer
FCS No.5949

Date : April 30, 2025
Place : Chennai

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: investorgrievance@coromandel.murugappa.com
Website: <https://www.coromandel.biz>

ANNEXURE TO NOTICE

NOTES:

1. 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 19th September, 2024 with respect to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
 2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), this e-AGM Notice, together with the Integrated Annual Report for the financial year 2024-25, 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 and on the website of the Stock Exchanges where the shares of the Company are listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - 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. The statement setting out material facts concerning the business under Item Nos. 5&6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
 4. 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. Members attending the AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 5. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (preferably 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 Scrutinizer through email ID: rsaevoting@gmail.com with a copy marked to evoting@nsdl.com . The file name of the scanned copy of the above-mentioned documents should be named as "Coromandel – 63rd AGM".
 6. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. Members holding shares in dematerialised form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to RTA. In compliance with the circulars, the notice of the AGM and integrated annual report for FY 2025 are sent only through electronic mode to all those shareholders whose email addresses are registered with the RTA / DPs. Physical / hard copies of the same will be sent, if specifically requested by a member.
 7. **Book Closure:** The Register of Members and the Share Transfer Books of the Company will remain closed from 18th July, 2025 to 24th July, 2025 (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, during the remote e-voting period. Members can send an email for the purpose to 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 2017-18, 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, 2025 are available on the website of the Company at www.coromandel.biz/investors/dividend and the Ministry of Corporate Affairs at 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, 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 approach the Company for issue of Entitlement Letter. Upon receipt of Entitlement Letter, Members / claimants shall have to file an application with IEPF Authority in webform IEPF 5 (available on www.iepf.gov.in). The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

11. SEBI vide circular dated 30 May, 2022 has provided an option for arbitration as a dispute resolution mechanism for investors and investors can opt for arbitration with stock exchanges in case of any dispute against the company or its RTA on delay or default in processing any investor services related request. The details of arbitration mechanism is available on the company's website and the same can be accessed at <https://www.coromandel.biz/investors-information/smart-odr/>.
12. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/ HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
- Further, relevant FAQs published by SEBI on its website can be viewed at the following link: <https://www.sebi.gov.in/>
13. As per Regulation 40 of SEBI Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
14. **Dividend:** The final dividend of Rs. 6 per share (representing 600 % on face value of equity share of Re.1/- per share) and a special dividend of Rs. 3 per share (representing 300 % on face value of equity share of Re.1/- per share), as recommended by the Board of Directors of the Company, if declared at the AGM, will be paid on or after August 12, 2025, but within 30 days from the declaration of dividend at the AGM, as provided in the Act, to those Members whose names appear on the Register of Members of the Company or in the books of National Securities Depository Ltd. / Central Depository Services (India) Ltd. as beneficiaries in respect of dematerialised shares, on July 17, 2025 being the Record Date fixed for this purpose.
15. **Tax Deducted at Source (TDS) on Dividend:**
- Shareholders may note that in terms of the Income Tax Act, 1961 ('the Act'), 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 as amended from time to time. 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).
 - 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 14, 2025. Shareholders are requested to note that in case their PAN is not valid or their PAN is not linked with Aadhar, the tax will be deducted at a higher rate of 20%.
 - 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, Beneficial Ownership Declaration, Tax Residency Certificate, copy of online furnished 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 14, 2025.
 - 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. 10,000/- (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>
 - 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.
- Shareholders who have provided valid PAN and for whom tax at applicable rate has been deducted, can view the credit of TDS in Form 26AS from their e-filing account at <https://www.incometax.gov.in/iec/foportal>. Please note that the credit in Form 26AS would be reflected after the quarterly TDS Return is filed by the Company and the same is processed by Income Tax Department.
16. 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.
17. **Mandatory furnishing of PAN, bank account details, KYC details and nomination by shareholders holding shares in physical mode:**
- Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/ POD-1/P/CIR/2023/181 dated November 17, 2023, 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, KYC details or changes / up-dation thereof
Form ISR-2	Confirmation of Signature of securities holder by the Banker
Form SH-13	Nomination form

Form ISR-3	Declaration for opting-out Nomination by holders of physical securities in Listed Companies.
Form SH-14	Cancellation or variation of Nomination.

The above forms can be downloaded from the following weblinks: https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd or <https://www.coromandel.biz/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, SH-14 or Form ISR-3 and along with requisite documents as mentioned in the respective forms to the address of KFintech (RTA).

18. 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 <https://www.coromandel.biz/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.

19. **Mandatory furnishing of Valid PAN, KYC details and Nomination etc. by shareholders**

Shares held in demat form.

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 would have been frozen for debits. Shareholders holding shares in demat mode are requested to approach their Depository participants and update the details at the earliest.

Shares held in physical form:

SEBI vide its Circular dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In terms of the above Circular, folios of physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company and will not be eligible for receipt of dividend

in physical mode. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such 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, after December 31, 2025. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at <https://www.coromandel.biz/investors-information/> and furnish the requisite details.

20. **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 National Securities Depositories Limited (NSDL) to the members to exercise their right to vote on all the resolutions set forth in this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Monday, July 21, 2025 at 09:00 A.M IST.** and ends on **Wednesday July 23, 2025 at 05:00 P.M IST.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, July 17, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 17, 2025.

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

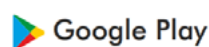
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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. 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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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?**

- 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, 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.
- 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***.

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorsgrievance@coromandel.murugappa.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account

statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorsgrievance@coromandel.murugappa.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting 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.

The Instructions for Members for E-Voting on the Day of the AGM Are as Under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for Attending the AGM through VC/ OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorsgrievance@coromandel.murugappa.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number, PAN, and mobile number at investorsgrievance@coromandel.murugappa.com between **Saturday, July 19, 2025 (9:00 a.m. IST) and Tuesday, July 22, 2025 (5:00 p.m. IST)**. Only those Members who have pre-registered themselves as a speaker on the dedicated e-mail address investorsgrievance@coromandel.murugappa.com will be allowed to express their views/ask questions during the AGM.
7. When a pre-registered speaker is invited to speak at the meeting but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
8. 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 remote e-Voting period commences on **Monday, July 21, 2025 at 09:00 A.M IST.** and ends on **Wednesday July 23, 2025 at 05:00 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., **Thursday, July 17, 2025**, 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 Thursday, July 17, 2025 (cut- off date) may write to NSDL at evoting@nsdl.com or to the Company at 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., Thursday, July 17, 2025.
 - v. The Board of Directors has appointed M/s R Sridharan & Associates, Practicing 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 Executive Chairman or by a person authorized in writing by the Executive 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 and on the website of NSDL www.evoting.nsdl.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.

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")

Item no.5

Pursuant to SEBI notification dated December 12, 2024, the provisions relating to Secretarial Audit have been amended. In terms of the amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is required to appoint Secretarial Auditor for a period of five years, commencing from FY 2025-26, to conduct the Secretarial Audit of the Company in terms of the Section 204 of the Companies Act, 2013 and such Secretarial Audit shall be conducted by a Peer Reviewed Company Secretary. Additionally, it is prescribed that the Board of Directors recommend the appointment of Secretarial Auditors to the shareholders for approval at the Annual General Meeting (AGM).

In compliance with the amended provisions, the Board of Directors, at their meeting held on April 30, 2025, approved and recommended for shareholders' approval, the appointment of M/s. Sridharan & Sridharan Associates, Company Secretaries, as the Secretarial Auditors of the Company for a term of five (5) consecutive years — from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 68th AGM of the Company to be held in the year 2030.

The details pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided herein.

Terms of appointment:

The scope of audit shall be as prescribed under the Companies Act, 2013 and applicable Securities Laws as amended from time to time and shall include sector specific laws applicable to the Company. The proposed appointment is for a term of five (5) consecutive years from the conclusion of this AGM until the conclusion of the 68th AGM of the Company to be held during the year 2030. The proposed remuneration is to be paid for FY 2025-26 is Rs.2,50,000 (Rupees Two Lakh Fifty Thousand only) plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit. The fee for subsequent years of their term will be mutually decided between the Board of Directors and the Secretarial Auditors having regard to the scope, time and efforts required for the Audit. The above fees excludes any remuneration related to the secretarial audit of subsidiaries, if any. In addition to audit services, the Company may also engage the Secretarial Auditors for issuing various certifications under statutory regulations, requirements from banks or other authorities and other permissible non-audit services as needed, for which the fee will be mutually agreed upon by the Board of Directors and the Secretarial Auditors. The Company will not avail any services prohibited under Listing Regulations read with SEBI Circular dated

31st December, 2024 from the Secretarial Auditor. No material change is proposed in the remuneration payable to the Secretarial Auditors as compared to the financial year 2024-25.

Brief Profile:

M/s. Sridharan & Sridharan Associates, Company Secretaries is a peer-reviewed partnership firm based in Chennai, led by Mr. R. Sridharan, Managing Partner and former President of the Institute of Company Secretaries of India (ICSI). He has over four decades of experience in corporate laws, securities laws, secretarial audits, FEMA, and related compliances, and has been in practice since 1999. His leadership has been instrumental in advising listed and unlisted companies on complex legal and compliance matters. The firm is supported by two other partners, strengthening its multidisciplinary capabilities. They serve a wide range of corporate clients across various sectors, including manufacturing, financial services, and insurance (including NBFCs), information technology and IT-enabled services, pharmaceuticals, automobiles, edu-tech, infrastructure, which also includes several top 250 listed entities based on market cap. They offer broad range of services including secretarial audits, corporate law advisory, SEBI and FEMA compliance, labour law audits, and due diligence.

M/s. Sridharan & Sridharan Associates have provided their consent to act as the Secretarial Auditors of the Company. They have confirmed their eligibility and their proposed appointment, if approved, will be within the limits prescribed by the Institute of Company Secretaries of India (ICSI). Additionally, the firm has confirmed that it is peer-reviewed in accordance with the guidelines of ICSI and holds a valid Peer Review Certificate No. 6333/2024 issued by the ICSI. The Secretarial Auditors have further affirmed that they are free from any disqualifications or conflicts of interest, in compliance with the ICSI Standard on Audit Engagement (CSAS-1) and fulfils the eligibility requirements to issue the report under Section 204 of the Companies Act, 2013 and Rules made thereunder.

Basis of Recommendation:

The proposed appointment of Secretarial Auditors has been reviewed and recommended by the audit committee / Board of Directors. While recommending the appointment to the shareholders,

the Board of Directors has taken into consideration all the above aspects including the firm's eligibility, qualifications, background of the firm, experience in handling Secretarial Audit of large listed Companies by the leadership and Audit team, capability of the firm to understand the Company's business and the compliance environment. The Board recommends the Ordinary Resolution set out in Item No. 5 of this Notice for approval by the Members.

Memorandum of Interest

None of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the aforesaid Ordinary Resolution.

Item no.6**Ratification of remuneration to Cost Auditors for FY 2025-26**

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on April 30, 2025, approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants (Firm Reg. No.000042), Cost Accountants and M/s. Joythi Satish & Co., Cost Accountants(Firm Reg. No.101197), to conduct the audit of the cost records of the Company for the financial year 2025-26 on the remuneration payable to them as per details furnished in item no. 6 of the Notice of the Annual General Meeting.

In accordance with the provisions of Section 148(3) 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 2025-26.

The Board recommends this ordinary resolution, as set forth in Item no.6 of this Notice, for approval by the Members.

Memorandum of Interest

None of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the aforesaid Ordinary Resolution.

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

B Shanmugasundaram
Company Secretary & Compliance Officer
FCS No.5949

Date : April 30,2025
Place : Chennai

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: investorsgrievance@coromandel.murugappa.com
Website: <https://www.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 Arun Alagappan
Age	48
DIN	00291361
Qualification	Mr. Arun Alagappan has completed his Graduation in Commerce from the University of Madras. He has also completed the 'Owner President/ Management Program' from Harvard Business School at Boston, USA.
Brief Profile, Experience and other details	Mr. Arun Alagappan is the Executive Chairman of Coromandel International Limited (CIL) and is a member of the Murugappa Family. He is presently the President of Southern India Chamber of Commerce & Industry (SICCI). Mr. Arun Alagappan is an Independent Director in LMW Limited and Thirumalai Chemicals Limited. Mr. Arun Alagappan started his career with GE Capital Services India in 1997. After a two-year stint with GE, he joined the Murugappa Group in 1999 in Parryware (part of EID Parry India Ltd.). Between 2005 to 2017, he served in Tube Investments of India Limited heading various divisions and eventually took over as Business Head of TI Cycles. In August 2017, Mr. Arun Alagappan was appointed as Executive Director of Cholamandalam Investment and Finance Company Limited and subsequently took over as the Managing Director of the company in November 2019.
Current remuneration (last drawn remuneration)	The details regarding remuneration and attendance at the Board Meetings have been given in Corporate Governance Report Section on the Integrated Annual Report.
Date of first appointment on the Board	November 11, 2020
Shareholding in the Company	1,03,340 equity shares in the Company
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr Arun Alagappan is not related to any Director or Key Managerial Personnel of the Company
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<p>Directorships</p> <p>LMW Limited (Independent Director)</p> <p>Thirumalai Chemicals Limited (Independent Director)</p> <p>Southern India Chamber of Commerce & Industry (Director)</p> <p>Committee Memberships</p> <p>LMW Limited:</p> <p>Audit Committee - Member</p> <p>Risk Management Committee – Member</p> <p>Corporate Social Responsibility Committee – Member</p> <p>Thirumalai Chemicals Limited:</p> <p>Nomination & Remuneration Committee – Member</p> <p>Business Review Committee – Member</p>
Listed entities from which the person has resigned in the past three years	Nil
Nature of expertise in specific functional area	Business Leadership, Corporate Strategy, Financial Management, Business Strategy and General Management

* - As on 30.04.2025