

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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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 casting vote 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 Thursday, November 6, 2025 and ends at 5:00 p.m. IST on Friday, December 5, 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 and the relevant information required under Regulation 36 of the SEBI Listing Regulations setting out all material facts relating to the resolutions mentioned in this Notice of Postal Ballot is annexed hereto. 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 **Friday, December 5, 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 Tuesday, December 9, 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"), and 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

Re-appointment of Mr. Arun Alagappan as Whole-time Director, designated as Executive Chairman of the Company

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

"RESOLVED THAT pursuant to Article 22 of the Articles of Association of the Company and the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Act, and all other applicable provisions of the Companies Act, 2013 (the Act) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force) ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof

for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and Board, approval of the members of the company be and is hereby accorded for re-appointment of Mr. Arun Alagappan, (DIN 00291361), Whole-time Director – Key Managerial Personnel of the Company designated as Executive Chairman for a period of five (5) years with effect from February 15, 2026 to February 14, 2031, liable to retirement by rotation.

RESOLVED FURTHER THAT Mr. Arun Alagappan, Whole-time Director (DIN 00291361), designated as Executive Chairman be paid remuneration by way of salary, allowances, incentive, perquisites and retirement benefits subject to the maximum permissible limit under the provisions of the Act, SEBI Listing Regulations, as may be 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 February 15, 2026.

RESOLVED FURTHER THAT subject to the maximum permissible limit under the provisions of the Act and SEBI Listing Regulations, Mr. Arun Alagappan, Executive Chairman be paid the following remuneration with effect from February 15, 2026:

A Fixed Compensation		
	Basic Salary	Rs. 33,48,000/- (Rupees Thirty-Three Lakh Forty-Eight Thousand 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 Annual Performance Pay		
i.	Incentive / Variable Pay	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, but not exceeding 1.5 times of the Annual Basic pay.
C Others		
i.	Allowances and Perquisites	Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance – Foreign Travel, 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.
ii.	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 cars 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 approved 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 car 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. Arun Alagappan, Whole-time Director will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- (v) Mr. Arun Alagappan, 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. Arun Alagappan, Whole-time Director, designated as Executive Chairman shall be as may be determined by the Board or Nomination and Remuneration Committee, and shall not, except with the approval of the shareholders by way of passing special resolution, 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. Arun Alagappan, Whole-time Director, designated as Executive Chairman, to the extent the Board of Directors may at its discretion deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) (including any Committee thereof) or any other Officer(s)/Authorised Representative(s) of the Company be and is hereby authorised to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the members of the Company which shall be deemed to be given hereof expressly by the authority of this resolution.”

ITEM NO.2

To consider and approve providing loans under Section 185 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Sections 185 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time) (“Act”), subject to such approvals, consents, sanctions and permissions of appropriate statutory/regulatory/other authorities, as may be necessary and other provisions of applicable laws, consent of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to NACL Industries Limited (“NACL”), as the Board in its absolute discretion deem beneficial in the interest of the Company, for an aggregate amount not

exceeding Rs. 160,00,00,000 (Rupees One Hundred and Sixty Crores only) at any point of time on such terms and conditions as may be agreed upon by the Company in its absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilised by the borrowing Company for its principal business activities.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to decide, vary all the terms and conditions of such loan and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate, on behalf of the Company for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board including committee(s) of the Board thereof and/or any Director of the Company or any other official of the Company delegated with powers necessary for this purpose be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary 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: October 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>

NOTES:

1. Statement pursuant to Sections 102 and 110 of the Act, Secretarial Standards -2 (SS-2), SEBI Listing Regulations, 2025 setting out the material facts and the reasons for the proposed resolutions above, is annexed herewith for your consideration.
2. 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 **October 31, 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.

3. 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.
4. 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.
5. 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 by following due procedure as mentioned elsewhere in this Postal Ballot Notice.
6. 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/client-services/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/>

7. 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.13 of this Postal Ballot Notice.
8. **The Remote e-Voting period commences at 9:00 a.m. IST on Thursday, November 6, 2025 and ends at 5:00 p.m. IST on Friday, December 5, 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, October 31, 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.
9. 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, October 31, 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.
10. As per paragraph 16.6.3 of 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 **Friday, December 5, 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.
11. The scrutiniser will submit his report to the Executive Chairman / Executive Vice 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.
12. 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 **December 5, 2025**.
13. **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.	- 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. - 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. 5. 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  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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 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. 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. 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.
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.

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 6948 9498
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 6948 9498 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 shareholder 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.

EXPLANATORY STATEMENT:

Statement pursuant to Sections 102 of the Act, Secretarial Standards (SS-2), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2025 ("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 2 of the accompanying Notice dated October 30, 2025.

ITEM NO.1

The Board of Directors of the Company pursuant to the recommendations of the Nomination and Remuneration Committee (NRC), at its Meeting held on October 30, 2025, appointed Mr. Arun Alagappan, (DIN: 00291361) as Whole-time Director, designated as Executive Chairman with effect from February 15, 2026 to February 14, 2031, liable to retirement by rotation and subject to the approval of shareholders.

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). He is also an Executive Member in Federation of Indian Chambers of Commerce and Industry (FICCI). Mr. Arun Alagappan is the Non-Executive Chairman of NACL Industries Limited, 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 President & Business Head of TI Cycles. In August 2017, Mr. Arun Alagappan was appointed as an Executive Director of Cholamandalam Investment and Finance Company Limited and subsequently took over as the Managing Director of the company in November 2019. At Cholamandalam, he led the company through a phase of strong operational and financial transformation, enhancing profitability and expanding branch presence. He was also instrumental in turning around the Home Loans business during his tenure at Chola. He institutionalised digital platforms, strengthened risk governance, and steered the company through COVID-19.

Mr. Arun Alagappan was appointed as Executive Chairman of the Company on February 15, 2021. Under his leadership, Coromandel's revenue increased by 70% from Rs. 14,182 crores in FY 2021 to Rs. 24,085 crores in FY2025 and Profit After Tax (PAT) grew by 55% from Rs.1,329 crores to Rs. 2,055 crores. He spearheaded several strategic initiatives at Coromandel including backward integration through setting up of Phosphoric Acid and Sulphuric Acid plants, NPK granulation plant setup, Multi-Product Plant setup for manufacturing of CPC Active Ingredients, acquisition of 53% stake in NACL industries, acquisition of 54% stake in Senegal BMCC rock phosphate mines and 58% stake in Dhaksha Unmanned Systems. He had also established Dare Ventures, Coromandel's Corporate Venture Capital arm, which has invested in cutting-edge Agri Tech start-ups. Among other key operational achievements, he was instrumental in reducing import dependency on key raw materials of fertilisers business from 65% to 40%, transforming the Retail business and expanding its profitability fivefold. He played a key role in establishing one of India's first Nano Technology Research Centres in Coimbatore. He drove manufacturing excellence programs, including the adaptation of fertiliser production plants for the use of diversified rock and phosphoric acid sources, implementing IoT and sensor based digitalization, executing debottlenecking programs, process innovation on raw material usage, resulting in ~54% increase in phosphoric acid (PA) production and a 17% increase in complex fertilizer output. He spearheaded a safety-first approach by pushing the teams to work towards securing the British Safety Council's Sword of Honour for the Vishakapatnam and Kakinada plants. During his tenure, Ankleshwar plant has become the first crop protection chemical plant in Coromandel to receive a British Safety Council's four-star rating. On the digital and technological front, he introduced enterprise-wide digital initiatives including the Digital Data Centre (DDC), Sales Force adoption and the Gromor Drive program to promote agri-drone spraying. During his tenure, Coromandel was recognized as India's Best Managed Company twice (2022 and 2025) by Deloitte and became the only Agri-sector company in India to achieve a CRISIL AAA long-term credit rating. Under his leadership, Coromandel also earned the Great Place to Work certification. He also drove sustainability performance improvement, enhancing the Company's Dow Jones Sustainability Index rating from 18 to 62.

The NRC has considered, and recommended the re-appointment of Mr. Arun Alagappan, as Whole-time Director of the Company considering the above attributes and the Board has approved the appointment. The proposed re-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 re-appointment and remuneration as recommended by the NRC and Board are set out in the resolution of this notice. As required under Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2, brief resume of Mr. Arun Alagappan and other requisite details are given in the Annexure

to this Notice. Further to the recommendations of NRC and having regard to the contribution and leadership of Mr. Arun Alagappan, the Board considers it desirable and in the interest of the Company to re-appoint Mr. Arun Alagappan, as Whole-time Director of the Company designated as Executive 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. Notice period for separation will be as per the employment terms and conditions as applicable to Executive Directors.

Mr. Arun Alagappan, 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 re-appointed as Director of a company by the SEBI, MCA or any such other statutory authority. Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, 2015, the Company is required to seek approval of Members for re-appointment of Mr. Arun Alagappan either at the next general meeting or within a period of three months from the date of re-appointment, whichever is earlier. However, prior approval of the Members is being sought through Postal Ballot for re-appointment of Mr. Arun Alagappan as Whole-time Director.

Mr. Arun Alagappan is not related to any Executive Director and he does not hold the position of Member of the Audit Committee or the Chairman of the Nomination and Remuneration Committee of the Company. He is a member of the Nomination and Remuneration Committee of the Company. He does not render any other services other than as an Executive Chairman of the Company. He also does not hold any Whole-time / Executive Director position in any other Companies and hence the overall time commitment from him has been assessed at reasonable levels. He regularly participates in all the meetings of Board and Committees in which he is member / Chairman. The Composition of the Board will continue to be in compliance with the SEBI Listing Regulations, 2013 post his re-appointment as well and the proportion of Non-Executive Directors in the overall Board composition will continue to remain more than 50%.

The Board recommends this Ordinary resolution as set forth in Item no. 1 this accompanying Notice, for prior 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. Arun Alagappan and his relatives are deemed to have interested in this resolution as it relates to his re-appointment and to the extent of his / their shareholding. 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.2

The Company holds 53.08% of the paid-up equity share capital of NACL Industries Limited (NACL), a Company listed in NSE and BSE. NACL, direct subsidiary of the Company has requested to consider extending an inter-corporate loan of up to Rs. 160 Crores (Rupees One Hundred and Sixty Crores). After an evaluation of the present situation vis-à-vis the fund requirements of NACL, the Board has

considered the proposal at the meeting held on October 30, 2025, and has recommended for the Members' approval for granting of loan of Rs. 160 Crores to NACL in one or more tranches at an interest rate and for a term and such other terms and conditions, as permissible under legal and regulatory requirements and as may be agreed between the Company and NACL. This is the first instance of extension of loan to NACL and the proposed loan will be funded through internal accruals. Further, the proposed loan being a related party transaction it has been approved by the Audit Committee. In terms of Section 186 of the Companies Act, 2013 ("Act"), a Company can *inter-alia* invest or provide loans or give guarantees /securities up to 60% (sixty per cent) of its paid-up share capital, free reserves and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more. The proposed loan of Rs. 160 Crores is within the limits of Section 186 of the Act.

As per Section 185 of the Act, a Company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the company is interested, subject approval of shareholders by special resolution. The Members may note that Mr. Arun Alagappan, Mr. S. Sankarasubramanian and Mr. Suresh Subramanian are common Directors of the Company and NACL. The approval of members of the Company is being sought pursuant to the requirements under Section 185 of the Act. The particular of the proposed loan is as follows:

Purpose - To strengthen NACL financial position, meet NACL's operational needs and contribute to enhance its overall business and financial performance.

Total amount – Up to Rs 160 crores (Rupees One Hundred and Sixty crores only)

Nature - Unsecured Loan

Tenure - Up to 18 months from the date of drawdown.

Interest - The loan shall carry a rate of interest up to 250 basis points over the prevailing yield of one year government securities rate, which shall be payable annually or such other frequency as may be agreed.

As on March 31, 2025, Debt equity ratio is Nil, Current Ratio is 2.0, Investible surplus is ~Rs. 4900 Crores and Total Fixed Assets is Rs. 2964.75 Crores. The Company has an aggregate limit of ~Rs. 11,150 Crores for investments, loans and guarantees/securities as computed under Section 186 of the Act. As on March 31, 2025, the aggregate investments, letters of comfort and corporate guarantees of the Company is not more than Rs 1000 crores. At present, there are no outstanding loans to be received by the Company.

The Consolidated financial position of NACL as of March 31, 2025 (Audited) – Total Income - Rs.1242.56 Crores; Profit Before Tax – Rs (119.24) Crores; Profit after tax – Rs.(92.13) Crores. The total assets being at Rs. 1263.10 Crores. For the half year ended September 30, 2025 (Un-audited), NACL's has earned a Total Income of Rs.906.43 Crores; Profit Before Tax – Rs.24.37 Crores; Profit after tax – Rs. 15.59 Crores. NACL is rated as BB+/A4+ (with a positive outlook) by CRISIL and is under consideration for upgrade. From Q1 FY 25-26, the business has turned profitable. The proposed Inter-Corporate loan is intended to strengthen NACL's financial position and facilitate a potential credit rating upgrade, leveraging the parent-subsidary notch-up criteria. This financial support will help meet NACL's operational needs and contribute to enhance its overall business and financial performance.

The proposed inter-corporate loan will not have any material impact on Company's financials. NACL intends to utilize the proposed loan for its principal business activities. The funds will be utilized for retiring high-cost debt and will be directed towards capital expenditure projects with shorter payback periods, including the upkeep and maintenance of existing capex initiatives. The Board of the company

may decide and vary the terms and conditions of the proposed loan including the rate of interest, interest reset, repayment terms and such other terms and conditions shall be as mutually agreed between the Company and NACL, which shall be in conformity with the applicable regulatory requirements under the Companies Act, 2013 and SEBI Listing Regulations.

The Board believes that the proposal is in the best interest of the Company and its Members. The Board, therefore, recommends passing of the resolution under Item No.2 of the Notice as a special resolution.

Memorandum of Interest:

None of the promoters, Directors and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution, except Mr. Arun Alagappan (part of promoter group as well) Mr. S. Sankarasubramanian and Mr. Suresh Subramanian, common directors.

By Order of the Board
For **Coromandel International Limited**
B Shanmugasundaram
Company Secretary & Compliance Officer
FCS No.5949

Place: Chennai

Date: October 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. Arun Alagappan
Age	49 years
DIN	00291361
Qualification	Mr. Arun Alagappan is a Graduate in Commerce from the University of Madras and 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). He is also an Executive Member in Federation of Indian Chambers of Commerce and Industry (FICCI). Mr. Arun Alagappan is the Non-Executive Chairman in NACL Industries Limited, 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) and Details of remuneration sought to be paid	Rs. 10.31 crores per annum (for the financial year 2024-25). Details of remuneration sought to be paid is as per the details provided in the resolution of Item no.1 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	November 11, 2020
Shareholding in the Company	1,03,340 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 FY 2025-26 (till October 30, 2025)	5

Other Directorships, Memberships / Chairmanship of Committees of other Boards	<u>Listed Companies</u> LMW Limited - Independent Director; Committee Memberships: Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee. Thirumalai Chemicals Limited - Independent Director; Committee Memberships : Nomination & Remuneration Committee and Business Review Committee. NACL Industries Limited - Non-Executive Chairman; Committee Memberships: Nomination & Remuneration Committee, Corporate Social Responsibility Committee (Chairman) and Banking Committee (Chairman). <u>Unlisted Companies</u> Ambadi Investments Limited - Director; Committee Memberships: Risk Management Committee and Special Committee for Monitoring & Follow-up of Fraud Cases. Southern India Chamber of Commerce & Industry – Director.
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.
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.
