

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 AND E-VOTING

The Members

Coromandel International Limited

Dear Member,

Notice is hereby given that the Special Resolution set out in this notice is proposed for approval by the Members of Coromandel International Limited (“the Company”) by means of Postal Ballot only by way of remote e-voting process (“e-voting”), as required pursuant to Section 108 and Section 110 of the Companies Act, 2013 (‘the Act’), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (‘the Rules’) and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with all other applicable provisions under the said Regulations and circulars, notifications and rules issued thereunder by the Securities and Exchange Board of India (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time).

The Ministry of Corporate Affairs (MCA) vide General Circular 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 and 09/2023 dated September 25, 2023 and other relevant circulars and notifications issued by the MCA (hereinafter collectively referred to as “the MCA Circulars”), the Secretarial Standards on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force as amended from time to time) in compliance to the regulatory requirements, this Postal Ballot Notice is being sent in electronic form only to those Members whose e-mail address is registered with the Depositories/Company/Registrar and Share Transfer Agent (RTA) i.e., KFin Technologies Limited (‘KFintech’). The Company has engaged the services of KFintech for providing e-voting to all its members. Physical copies of the Postal Ballot Notice are not being sent to Members for this Postal Ballot in terms of exemption provided through the MCA Circulars.

The Special Resolution set out in this Notice is proposed to be considered by the Members and passed by the means of Postal Ballot through remote e-voting (voting electronically only) using the platform provided by Kfin Technologies Limited (KFIN)

The Board of Directors of the Company, at their meeting held on January 30, 2024, considered and approved the appointment of Mr. Suresh Subramanian (DIN: 02070440) as an Independent Director of the Company for an initial term of five (5) consecutive years from April 1, 2024 to March 31, 2029, subject to approval of the Members of the Company.

As required pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, the Explanatory Statement, setting out the material facts concerning the proposed Resolution, is annexed hereto.

The Board of Directors has appointed Mr. R. Sridharan (ICSI Membership FCS No.4775 - CP No.3239) of M/s. R. Sridharan & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

The remote e-voting window shall remain open from 9:00 a.m. IST on Wednesday, April 03, 2024, and ends at 5:00 p.m. IST on Thursday, May 02, 2024, and the remote e-voting shall be disabled thereafter Members are, therefore, requested to cast their votes on or before the aforesaid date and time.

The Scrutinizer will submit his report to the Chairman/ Executive Vice 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 Chairman/ Executive Vice Chairman or any person authorised by him on or before Monday, May 6, 2024. 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 KFinTech at <https://evoting.kfintech.com>, and also communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), where the Company's equity shares are listed and be available on their respective websites, i.e. www.bseindia.com and www.nseindia.com.

SPECIAL BUSINESS

Appointment of Mr. Suresh Subramanian (DIN: 02070440) as an Independent Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161 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) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr. Suresh Subramanian (DIN: 02070440), as a Non-Executive and Independent Director of the Company, for a term of five consecutive years effective from April 1, 2024 to March 31, 2029, and not be liable to retire by rotation during his tenure, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013 and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act.

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

By Order of the Board
For Coromandel International Limited

Place: Chennai
Date: March 25, 2024

B Shanmugasundaram
Company Secretary & Compliance Officer
FCS No.5949

Corporate Identification Number (CIN):L24120TG1961PLC000892

Registered Office:

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

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

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

Website: <https://coromandel.biz>

NOTES:

1. Statement pursuant to Sections 102 and 110 of the Act, Secretarial Standards-2(SS-2), SEBI Regulations setting out the material facts and the reasons for the proposed Resolution 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 Friday, March 29, 2024 (“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 KFinTech at <https://evoting.kfintech.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 Nov 03, 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
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

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 chat 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 KFinTech. Guidelines for e-voting are given in Note no. 13 of this Postal Ballot Notice.
8. **The e-Voting period commences on Wednesday, April 03, 2024 (9.00 a.m. IST) and ends on Thursday, May 02, 2024 (5.00 p.m. IST).** 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, March 29, 2024**, may cast their vote electronically in the manner and process 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.
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, March 29, 2024**. 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 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 **Thursday, May 2, 2024**, 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 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 material documents referred to in the Statement setting out material facts pursuant to Sections 102 of the Act, annexed hereto, will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investorsgrievance@coromandel.murugappa.com.

13. Guidelines relating to 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:

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

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

A. Shareholders holding shares in Demat mode with National Securities Depository Limited (“NSDL”)

1. Users already registered for IDeAS (Internet-based Demat Account Statement) e-Services facility of NSDL may follow the following procedure:

- i. Type in the browser / Click on the following e-Services link: <https://eservices.nsd.com>
- ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.
- iii. A new page will open. Enter your User ID and Password for accessing Ideas. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left-hand side.
- iv. Click on “Active E-voting Cycles” option under E-voting.
- v. You will see Company Name: “Coromandel International Limited” on the next screen. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

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

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

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

- i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
- ii. Click on the button “Login” available under “Shareholder/ Member” section.
- iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- iv. On successful authentication, you will enter the e-Voting module of NSDL. Click on Active E-voting Cycles / VC or OAVMs” option under e-Voting. You will see Company Name: “Coromandel International Limited” on the next screen. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

B. Individual Shareholders holding shares in Demat mode with Central Depository Services (India) Limited (“CDSL”):

1. Users already registered for Easi(Electronic access to securities information)/ Easiest facility of CDSL may follow the following procedure:

- i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System My easi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)
- ii. Enter your User ID and Password for accessing Easi / Easiest.
- iii. You will see Company Name: “Coromandel International Limited” on the next screen.
- iv. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

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

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

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

- i. Type in the browser / Click on the following links: www.cdslindia.com/<https://www.evotingindia.com>
- ii. Provide Demat Account Number and PAN

- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
- iv. On successful authentication, you will enter the voting module of CDSL. Click on the e-Voting link available against Coromandel International Limited select e-Voting service provider “KFintech” and you will be re-directed to the e-Voting page of KFintech.

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

- 1. Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/ websites of Depository Participants registered with NSDL/CDSL.
- 2. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins.
- 3. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider “KFintech”
- 4. You will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants. Contact details in case of any technical issue:

Securities held with NSDL	Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30
Securities held with CDSL	Members facing any technical issue during login can contact CDSL helpdesk by sending a request athelpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Information and instructions for remote e-Voting by members other than individuals holding shares of the Company in demat mode and all members holding shares in physical mode:

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials. The E-Voting Event Number 7936 followed by Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFintech for e-Voting, you can use the existing password or logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3094-001 (from 9:00 a.m. to 6:00 p.m. on all working days)

for assistance on your existing password. Members who forgotten the Password are advised to use “Forgot Password” options available on the website.

- iii. After entering these details appropriately, click on “LOGIN”
- iv. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case(a-z), one numeric (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN): 7936 for Coromandel International Limited.
- vii. On the voting page, enter the number of shares a son the Cut-off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to “ABSTAIN”, and vote will not be counted under either head.
- viii. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix. Voting must be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”
- x. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- xi. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- xii. Once you confirm, you will not be allowed to modify your vote.
- xiii. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI etc.,) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser through email ID: rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Coromandel–Postal Ballot 2024”.

B. In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the instructions given below:

Those Members who have not yet registered their email address are requested to get their email address registered by following the procedure given below:

- i. Members who have not registered their e-mail address and, therefore, not received the, Postal Ballot Notice and e-Voting instructions, may temporarily get their email address and mobile number registered with the Company’s RTA, KFin Technologies Limited by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. In case of any queries, Members may write to inward.ris@kfintech.com.

- ii. Members holding shares in Demat form and physical form are requested to refer to Note No. 5 and 6 of the notice respectively to register their email address with the Depository Participant and Company/RTA.
- iii. Members may visit the website of the Company www.coromandel.biz or the website of the Registrars and Share Transfer Agent, <https://evoting.kfintech.com/public/Downloads.aspx> for downloading the Postal Ballot Notice.
- iv. Alternatively, members may send an e-mail request at the e-mail id: inward.ris@kfintech.com along with scanned signed copy of the request letter providing the email id, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-Voting instructions.
- v. After receiving the e-voting instructions, please follow all steps above in Sl. I No. A to cast your vote by electronic means.

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

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

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

1. Example for NSDL:

MYEPWD <SPACE> XXXXIN12345612345678

2. Example for CDSL:

MYEPWD <SPACE> XXXX1402345612345678

3. Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address and mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call on KFintech’s toll-free numbers 1800-309-4001 [from 9:00 A.M. (IST) to 6:00 P.M. (IST) on all working days].
- iv. Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
- v. If the Member is already registered with KFintech’s e-voting platform, then he/she/it can use his/her/its existing password for logging-in.

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

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

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

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.1

Pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at their meeting held on January 30, 2024 appointed Mr. Suresh Subramanian as Additional Director, designated as Non-Executive Independent Director of the Company, with effect from April 1, 2024 in terms of Sections 149, 150 and 161 of the Act read with Schedule IV thereto and Article 17.2 of Articles of Association.

In terms of Section 161 of the Act, Mr. Suresh Subramanian holds office up to the date of the next Annual General Meeting of the Company. However, pursuant to Regulation 17 and 25 of the Listing Regulations, the Company is required to seek approval of shareholders for appointment of Mr. Suresh Subramanian in either at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought by Postal Ballot for appointment of Mr. Suresh Subramanian as an Independent Director.

As required under the provisions of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Suresh Subramanian for the office of Director under the provisions of Section 149 of the Act.

The Company has received from Mr. Suresh Subramanian the Consent in writing to act as Director in Form DIR-2 pursuant to Section 184 Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations .

The NRC has also evaluated qualification, skills, experience, integrity and knowledge of Mr. Suresh Subramanian and is of the view that it would be sufficient/ satisfactory to recommend his appointment as an Independent Director on the Board.

In the opinion of the Board of Directors, Mr. Suresh Subramanian fulfils the conditions to be appointed as an Independent Director from the date of appointment, as specified under the Act, the Rules made thereunder and the Listing Regulations, and he is independent of the Management as per code of Independent Directors Schedule IV Clause IV (3). He is not related to any Director or Key Managerial Personnel (KMP) of the Company. Mr. Suresh Subramanian does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person. The Board considers that the appointment of Mr. Suresh Subramanian will be of immense value to the Company. As required under Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2, brief resume of Mr. Suresh Subramanian and other requisite details are given in the Annexure to this Notice.

Mr. Suresh Subramanian has registered his name on the databank portal with the Indian Institute of Corporate Affairs (Institute) [www.iica.nic.in] pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014. However, he is exempted from passing the online self-assessment test, having fulfilling the exemption criteria as mentioned in the said rules.

The proposed resolution seeks the approval of members by way of special resolution for appointment of Mr. Suresh Subramanian as an Independent Director for a term of 5 years from April 1, 2024 to March 31, 2029 (not liable to retire by rotation) pursuant to Section 149(10) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder. In terms of proviso to Regulation 25(2A) of the Listing Regulations, 2015, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes, but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation.

The Board of Directors have inducted Mr. Suresh Subramanian as a member of Audit Committee effective April 01, 2024.

The Board commends the Special Resolution, as set out in the Notice, for approval by the Members.

Draft letter of appointment of Mr. Suresh Subramanian as Independent Director, setting out the terms and conditions of his appointment, including entitlement to sitting fees, and commission, shall be electronically available for inspection by the Members. Members can send an email to investorsgrievance@coromandel.murugappa.com seeking inspection of the letter of appointment.

Memorandum of Interest

Except Mr. Suresh Subramanian, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Special Resolution.

ANNEXURE

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

Name	Mr. Suresh Subramanian
Age	63 years
Date of Birth	July 20, 1960
DIN	02070440
Qualification	Fellow Member of the Institute of Chartered Accountants of India and is a Bachelor of Commerce graduate from Shriram College of Commerce, University of Delhi
Brief Profile, Experience and other details	<p>Mr. Suresh Subramanian is a Fellow Member of the Institute of Chartered Accountants of India and is a Bachelor of Commerce graduate from Shriram College of Commerce, University of Delhi.</p> <p>Mr. Suresh Subramanian has over the past 40 years, gained wide experience in auditing and accounting profession having worked with many of the big four accounting firms in India.</p> <p>During his career, he was the lead audit partner on various clients (both Indian as well as multinational corporations). He is experienced in carrying out audits under various GAAPs and has also performed various audit related services. He has strong understanding and knowledge of accounting requirements and complexities across several industry segments having led or been involved in audit and other engagements of national and multinational corporations.</p>
Current remuneration (last drawn remuneration)	Not Applicable
Details of remuneration sought to be paid	Mr. Suresh Subramanian is entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees, if any and profit related commission, if any in terms Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the Listing Regulations, 2015
Date of first appointment on the Board	Mr. Suresh Subramanian has been appointed as Independent Director with effect from April 1, 2024.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

Number of meetings of the Board attended during the year	Not applicable				
Other Directorships, Memberships / Chairmanships of Committees of other Boards	Name of the Company	Category	Chairmanship/ Director	Committee	Chairman/ Member
	Saksoft Limited	Listed	Director	Audit Committee	Member
	Delphi TVS Technologies Limited	Unlisted	Director	Audit Committee	Chairman
	Vertias Finance Private Limited	Unlisted	Director	Audit Committee	Member
	Sundaram Trustee Company Limited	Unlisted	Director	Audit Committee	Member
Listed entities from which the person has resigned in the past three years	Mr. Suresh Subramanian has resigned as Director from a listed company i.e. Ramco Industries Limited in the past three years.				
Nature of expertise in specific functional area	Mr. Suresh Subramanian has strong understanding and knowledge of accounting requirements and complexities across several industry segments having led or been involved in audit and other engagements of national and multinational corporations.				
Skills and capabilities required for the role and manner in which the appointee meets such requirements	The core skills/ competencies required for the Directors in the context of the Company's Business as identified by the Board of Directors of the Company includes Finance and Accounting, audit, Outsourcing, Accounting Standards and Financial Reporting.				
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.				

By Order of the Board
For Coromandel International Limited

Place: Chennai
Date: March 25, 2024

B Shanmugasundaram
Company Secretary & Compliance Officer
FCS No.5949

Corporate Identification Number (CIN):L24120TG1961PLC000892

Registered Office:

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

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Website: <https://coromandel.biz>