

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>

Tel No.: 040-66997300/7500; Fax: 040-27844117

NOTICE OF POSTAL BALLOT AND E-VOTING

The Members

Coromandel International Limited

Dear Member,

NOTICE is hereby given that the Resolutions, as appended below, are proposed for approval by the Members of Coromandel International Limited ("**the Company**") by means of Postal Ballot, only by way of remote electronic voting process ("**e-voting**"), as required pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021 and 03/2022 dated May 5, 2022 ("MCA Circulars").

Pursuant to the MCA Circulars and other applicable laws and regulations, 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. As the Members are required to cast their votes electronically only, Members are requested to read the instructions carefully, as provided in Note No. 11 in the Postal Ballot Notice. The remote e-voting window shall remain open from 9:00 hours IST on Wednesday, November 30, 2022, till 17:00 hours IST on Thursday, December 29, 2022, 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 Board of Directors of the Company, at their meeting held on November 3, 2022, approved the following:

1. Appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as Independent Director of the Company for an initial term of five (5) consecutive years from February 1, 2023 to January 31, 2028, subject to approval of the Members of the Company.
2. Appointment of Mr. Sankarasubramanian S. (DIN: 01592772) as Additional Director of the Company with effect from February 1, 2023.
3. Appointment of Mr. Sankarasubramanian S., (DIN 01592772), as Whole-time Director, to be designated as Executive Director – Nutrient Business, for a term of 5 years from February 1, 2023 till January 31, 2028, subject to approval of the Members of the Company.

4. Appointment of Dr. Raghuram Devarakonda (DIN: 09749805) as Additional Director of the Company with effect from February 1, 2023.
5. Appointment of Dr. Raghuram Devarakonda, (DIN 09749805) as Whole-time Director, to be designated as Executive Director – Crop Protection, Bio Products & Retail, for a term of 5 years from February 1, 2023 till January 31, 2028, 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 Resolutions, is annexed hereto.

The Board of Directors has appointed Mr. R. Sridharan (ICSI Membership CP No.3239-FCS No.4775) 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 Scrutinizer will submit his report to the 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 or any person authorised by him on or before Monday, January 2, 2023. 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, 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.

PROPOSED RESOLUTIONS

SPECIAL BUSINESS

ITEM NO. 1 - Appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as 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 149,150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, and Regulations 16(1)(b), 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force, Dr. Deepali Pant Joshi (DIN: 07139051), who has been appointed as an Additional Director and designated as "Non-Executive and Independent Director" of the Company by the Board of Directors with effect from February 1, 2023 pursuant to Section 161 of the Act and Article 17.2 of the Articles of Association of the Company and in respect of whom a notice under Section 160 of the Act has been received and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for an initial term of five (5) years with effect from February 1, 2023 to January 31, 2028."

ITEM NO. 2 - To appoint Mr. Sankarasubramanian S., (DIN 01592772) as Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sankarasubramanian S., (DIN 01592772), who has been appointed as an Additional Director with effect from February 1, 2023 by the Board of Directors of the Company pursuant to Section 161 of the Act and Article 17.2 of the Articles of Association of the Company and in respect of whom a notice under Section 160 of the Act has been received, proposing his candidature for office of Director, be and is hereby appointed as Director of the Company.”

ITEM NO. 3 - To appoint Mr. Sankarasubramanian S., (DIN 01592772) as Whole-time Director, to be designated as Executive Director – Nutrient Business.

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, 203 and all other related and applicable provisions of the Companies Act, 2013 (“the Act”), the Rules made thereunder and Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) approval of the members of the Company be and is hereby accorded for appointment of Mr. Sankarasubramanian S., Director (DIN 01592772), as Whole-time Director, to be designated as Executive Director – Nutrient Business, for a term of 5 years from February 1, 2023 till January 31, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sankarasubramanian S., Director, Whole-time Director (DIN 01592772) designated as Executive Director – Nutrient Business, be paid remuneration subject to the maximum permissible limit under the provisions of the Act, SEBI Listing Regulations, as may be recommended 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 1, 2023.

RESOLVED FURTHER THAT Subject to the maximum permissible limit under the provisions of the Act and SEBI Listing Regulations, Mr. Sankarasubramanian S. be paid the following remuneration with effect from February 1, 2023:

i)	Basic Salary	Rs. 11,71,765/- per month with such increments as may be decided by the Nomination and Remuneration Committee, from time to time.
ii)	Allowances and Perquisites	Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance and/or any other allowance as determined by the Nomination and Remuneration Committee, subject to a maximum of 150 % of Basic Salary.

iii	Incentive	As may be determined by the Nomination and Remuneration Committee, based on the achievement of the performance parameters to be laid down from time to time.
iv	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

General

- (i) 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. Sankarasubramanian S, Whole-time Director, as may be recommended by Nomination and Remuneration Committee and determined by the Board, shall not exceed the limits prescribed under the Act and rules made there under or any statutory modification or re-enactment thereof, except with the approval of the shareholders by way of passing special resolution.
- (ii) Perquisites shall include provision of furnished / unfurnished accommodation, personal accident insurance, reimbursement of medical expenses incurred for self and family, club subscription, 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.
- (iii) 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.
- (iv) Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.
- (v) Mr. Sankarasubramanian S., Whole-time Director will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- (vi) Mr. Sankarasubramanian S., 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. Sankarasubramanian S., Whole-time Director, designated as Executive Director – Nutrient Business, as may be determined by the Board or Nomination and Remuneration Committee, 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. Sankarasubramanian S., to the extent the Board of Directors may at its discretion deem fit.”

ITEM NO. 4 - To appoint Dr. Raghuram Devarakonda (DIN: 09749805) as Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Raghuram Devarakonda (DIN: 09749805), who has been appointed as an Additional Director with effect from February 1, 2023 by the Board of Directors of the Company pursuant to Section 161 of the Act and Article 17.2 of the Articles of Association of the Company and in respect of whom a notice under Section 160 of the Act has been received, proposing his candidature for office of Director, be and is hereby appointed as Director of the Company.”

ITEM NO. 5 - To appoint Dr. Raghuram Devarakonda, Director (DIN: 09749805) as Whole-time Director, to be designated as Executive Director – Crop Protection, Bio Products & Retail.

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, 203 and all other related and applicable provisions of the Companies Act, 2013 (“the Act”), the Rules made thereunder and Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) approval of the members of the Company be and is hereby accorded for appointment of Dr. Raghuram Devarakonda, Director (DIN 09749805), as Whole-time Director, to be designated as Executive Director – Crop Protection, Bio Products & Retail, for a term of 5 years from February 1, 2023 till January 31, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT Dr. Raghuram Devarakonda, Whole-time Director (DIN 09749805) designated as Executive Director – Crop Protection, Bio Products & Retail, be paid remuneration subject to the maximum permissible limit under the provisions of the Act, SEBI Listing Regulations, as may be recommended 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 1, 2023.

RESOLVED FURTHER THAT Subject to the maximum permissible limit under the provisions of the Act and SEBI Listing Regulations, Dr. Raghuram Devarakonda be paid the following remuneration with effect from February 1, 2023:

i)	Basic Salary	Rs. 7,79,700/- per month with such increments as may be decided by the Nomination and Remuneration Committee, from time to time.
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ii)	Allowances and Perquisites	Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance and/or any other allowance as determined by the Nomination and Remuneration Committee, subject to a maximum of 150% of Basic Salary.
iii)	Incentive	As may be determined by the Nomination and Remuneration Committee, based on the achievement of the performance parameters to be laid down from time to time.
iv)	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

General

- (i) 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 Dr. Raghuram Devarakonda, Whole-time Director, as may be recommended by Nomination and Remuneration Committee and determined by the Board, shall not exceed the limits prescribed under the Act and rules made there under or any statutory modification or re-enactment thereof, except with the approval of the shareholders by way of passing special resolution.
- (ii) Perquisites shall include provision of furnished / unfurnished accommodation, personal accident insurance, reimbursement of medical expenses incurred for self and family, club subscription, 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.
- (iii) 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.
- (iv) Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.
- (v) Dr. Raghuram Devarakonda, Whole-time Director will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- (vi) Dr. Raghuram Devarakonda, 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 Dr. Raghuram Devarakonda, Whole-time Director, designated as Executive Director – Crop Protection, Bio Products & Retail, as may be determined by the Board or Nomination and Remuneration Committee, 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 Dr. Raghuram Devarakonda, to the extent the Board of Directors may at its discretion deem fit.”

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

Place: Secunderabad
Date: November 3, 2022

Rajesh Mukhija
Sr. Vice President – Legal
& Company Secretary

Corporate Identification Number (CIN): L24120TG1961PLC000892

Registered Office:

“Coromandel House”, 1-2-10, Sardar Patel Road, Secunderabad 500 003
Tel: +91 40 66997000/ 7300 / 7500 Fax: +91 40 27844117
E-mail Id: investorsgrievance@coromandel.murugappa.com
Website: <https://coromandel.biz>

NOTES:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Act, Secretarial standards-2(SS-2) and Listing Regulations stating all material facts and the reasons for the proposed Resolution above, is annexed herewith for your consideration.
2. Pursuant to the guidelines and clarifications issued by Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021 and 03/2022 dated 5th May 2022 (“MCA Circulars”), Companies are allowed to conduct postal ballot by sending notice in electronic form only. Accordingly, physical copy of postal ballot notice, postal ballot form, and pre-paid business reply envelope will not be sent to the Members for this postal ballot. The communication of assent or dissent of the Members would take place through the process of remote e-voting only.
3. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as on Friday, November 25, 2022 (‘Cut-off Date’) and whose E-mail addresses are registered with the Depositories/Company/KFintech. The Postal Ballot Notice

is also made available on the Company's website at www.coromandel.biz and on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com.

4. Members holding shares in electronic mode and who have not registered their e-mail address are requested to register the same with their respective Depository Participant(s).
5. Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated 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 Nomination opt-out
Form SH- 14	Change in 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 KFinTech at below mentioned address at the earliest:

KFin Technologies Limited

Registrar and Transfer Agent

Unit: **Coromandel International Limited**

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

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

6. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by KFinTech. Guidelines for e-voting are given in Note no. 11 of this Postal Ballot Notice.

7. **The e-Voting period commences on Wednesday, November 30, 2022 (9.00 a.m. IST) and ends on Thursday, December 29, 2022 (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, November 25, 2022 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.
8. The voting rights of shareholders shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the Cut-off Date i.e., **Friday, November 25, 2022**. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.
9. The Resolution proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on December 29, 2022, i.e., the last date specified for receipt of votes through the e-voting process and as if they have been passed at a General Meeting of the Members of the Company.
10. All the material documents referred to in the explanatory statement 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 investorgrievance@coromandel.murugappa.com.

11. **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 as devised 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.nsdl.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.nsdl.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 Myeasi / 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 thee-voting module of CDSL. 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.

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 atevoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30
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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
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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 7088 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 for 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): 7088 for Coromandel International Limited.
- vii. On the voting page, enter the number of shares as on 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 2022".

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. 4 and 5 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. 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.
Phone No. +91 40 6716 1616, Toll-free No.: 1800 3094 001
Email: einward.ris@kfintech.com

Explanatory Statement 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, the Board of Directors appointed Dr. Deepali Pant Joshi as Additional Director, designated as Non-Executive Independent Director of the Company, with effect from February 1, 2023 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, Dr. Deepali Pant Joshi 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 Dr. Joshi 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 Dr. Deepali Pant Joshi 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 Dr. Deepali Pant Joshi for the office of Director under the provisions of Section 149 of the Act.

The Company has received the following documents from Dr. Deepali Pant Joshi:

- a) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
- b) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act; and
- c) Declaration to the effect that she 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.

In the opinion of the Board of Directors, Dr. Deepali Pant Joshi fulfils the conditions for an Independent Director, as specified under the Act, the Rules made thereunder and the Listing Regulations, and she is independent of the Management. She is not related to any Director or Key Managerial Personnel (KMP) of the Company. Dr. Joshi does not hold any share in the Company in her individual capacity or on a beneficial basis for any other person. The Board considers that the appointment of Dr. Deepali Pant Joshi 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 Dr. Joshi and other requisite details are appended to this Notice.

Draft letter of appointment of Dr. Deepali Pant Joshi as Independent Director, setting out the terms and conditions of her 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.

Approval of the Members is being sought by way of Special Resolution for appointment of Dr. Deepali Pant Joshi as an Independent Director of the Company to hold office for a term of five (5) years commencing from February 1, 2023, to January 31, 2028, and not being liable to retire by rotation.

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

Memorandum of Interest.

Except Dr. Deepali Pant Joshi, 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

Brief profile of Dr. Deepali Pant Joshi

Ms. Deepali Pant Joshi, aged 64 years, is a Fellow of Harvard University Asia Centre with post-doctoral work in Finance and Economics. She is also the distinguished Fellow of SKOCH Foundation. Dr. Joshi has done Ph.D. and LL.B. from University of Allahabad and University of Lucknow, and also completed management studies from IGNOU, Delhi. Dr. Joshi had been a Career Central Banker. She joined Reserve Bank of India (RBI) in 1981 and superannuated as Executive Director in 2017. Dr. Joshi held various important assignments, including RBI Banking Ombudsman, Regional Director, during her tenure in RBI. She was also part of certain important committees of Planning Commission, Malegam Committee, etc. Dr. Joshi has also various publications and books to her credit, including, "The New Economic Paradigm: India in the Covid World". She is holding independent directorship in various entities like NABFINS (NABARD subsidiary), IFCI Factors. Dr. Deepali Pant Joshi has vast experience and core competencies in Microfinance, Financial Inclusion, Regulation and Supervision, Currency Management, Financial Institutions, Payment Systems and Foreign Exchange.

Subject to approval of the Members, Dr. Joshi is appointed as an Additional Director, designated as "Non-Executive Independent Director", of the Company with effect from February 1, 2023 and shall hold office for a term of five (5) years from February 1, 2023 to January 31, 2028, not being liable to retire by rotation. She shall be entitled to sitting fees for attending meetings of the Board and its Committee(s), as approved.

Dr. Joshi has resigned as Director from the following listed entities in the past three years.

1. SREI Infrastructure Finance Limited
2. Multi Commodity Exchange of India Limited

Details of the Directorships / Memberships of Committees, as held by Dr. Joshi, are given below:

Name of the Company	Chairmanship/ Director	Committee	Chairman/ Member
Kan and More Private Limited	Director	--	--
Ambadi Enterprises Limited	Director	Corporate Social Responsibility Committee	Member
NABFINS Limited	Director	Risk Management Committee	Member
IFCI Factors Limited	Director	Nomination and Remuneration Committee	Member
Satya Microcapital Limited	Director	Risk Management Committee	Member
PAHAL FINANCIAL SERVICES PRIVATE LIMITED	Director		

Item No. 2 & 3

Pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, the Board of Directors appointed Mr. Sankarasubramanian S, as Additional Director of the Company with effect from February 1, 2023 in terms of Sections 149, 150 and 161 of the Act read with Schedule V thereto and Article 17.2 of Articles of Association, and as Whole-time Director, to be designated as Executive Director – Nutrient Business, of the Company for a term of 5 years from February 1, 2023 to January 31, 2028.

In terms of Section 161 of the Act, Mr. Sankarasubramanian S holds office up to the date of 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. Sankarasubramanian S 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. Sankarasubramanian S as Whole-time Director, to be designated as Executive Director – Nutrient Business, of the Company.

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. Sankarasubramanian S for the office of Director under the provisions of Section 149 of the Act.

The Company has received the following documents from Mr. Sankarasubramanian S:

- a) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
- b) 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.

As required under Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2, brief resume of Mr. Sankarasubramanian S and other requisite details are appended to this Notice.

Approval of the Members is being sought by way of Ordinary Resolutions for appointment of Mr. Sankarasubramanian S as Director, and also as Whole-time Director, to be designated as Executive Director-Nutrient Business, of the Company to hold office for a term of five (5) years commencing from February 1, 2023, to January 31, 2028, and not being liable to retire by rotation.

The Board commends the Resolutions, as set out under Item No 2 and 3 in the Notice, for approval by the Members.

Memorandum of Interest

Except Mr. Sankarasubramanian S, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Ordinary Resolutions.

ANNEXURE

Brief profile of Mr. Sankarasubramanian S.

Mr. Sankarasubramanian S., aged 53 years, is a Graduate in Mathematics from University of Madras and also a member of The Institute of Cost and Management Accountants of India. He has done his Advanced Management Program (AMP) at Harvard Business School in the year 2009. He has been working with the Murugappa Group since 1993 and has close to 30 years of experience in Finance, Operations and General Management. He joined EID Parry India Limited in Corporate Finance and held various positions in Finance before moving to the Company in 2003. He was leading Business Finance and Treasury in the Company before taking up the role of Chief Financial Officer (CFO) in the year 2011. In the year 2017, he moved from CFO role to head the Fertiliser Business of the Company. He is currently designated as President, Nutrient Business of the company responsible for Fertilisers and Specialty Nutrients business segments. His core strengths are in Business Strategy, General Management, Merger and Acquisitions and Policy Formulation. He has been closely associated with Fertiliser Industry over the last two decades. He is currently on the boards of Tunisian Indian Fertilizer S.A., Foskor (Pty) Ltd. and some of the subsidiaries.

Subject to approval of the Members, the Board has appointed Mr. Sankarasubramanian S as Whole-time Director, designated as “Executive Director – Nutrient Business, of the Company effective from February 1, 2023 and shall hold office for a term of five (5) years from February 1, 2023 to January 31, 2028 as proposed in the Resolution.

The terms and conditions of appointment of Mr. Sankarasubramanian S., including remuneration to be paid to him, are mentioned in the Resolution as Item 3 of the Notice.

Mr. Sankarasubramanian S is not related to any Director or Key Managerial Personnel of the Company. He holds 39,328 equity shares in the Company. He has not resigned as Director in listed entities in the past three years.

Details of Directorships / Memberships of Committees, as held by Mr. Sankarasubramanian S are given below:

Name of the Company	Chairmanship/ Director	Committee	Chairman/ Member
Coromandel Chemicals Limited	Director	--	--

Item No. 4 & 5

Pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, the Board of Directors appointed Dr. Raghuram Devarakonda, as Additional Director of the Company with effect from February 1, 2023 in terms of Sections 149, 150 and 161 of the Act read with Schedule V thereto and Article 17.2 of Articles of Association, and as Whole-time Director, to be designated as Executive Director – Crop Protection, Bio Products & Retail Business, of the Company for a term of 5 years from February 1, 2023 to January 31, 2028.

In terms of Section 161 of the Act, Dr. Raghuram Devarakonda holds office up to the date of 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 Dr. Raghuram Devarakonda 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 Dr. Raghuram Devarakonda as Whole-time Director, to be designated as Executive Director – Crop Protection, Bio Products & Retail Business, of the Company.

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 Dr. Raghuram Devarakonda for the office of Director under the provisions of Section 149 of the Act.

The Company has received the following documents from Dr. Raghuram Devarakonda:

- a) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
- b) 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.

As required under Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2, brief resume of Dr. Raghuram Devarakonda and other requisite details are appended to this Notice.

Approval of the Members is being sought by way of Ordinary Resolutions for appointment of Dr. Raghuram Devarakonda as Director, and also as Whole-time Director, to be designed as Executive Director- Crop Protection, Bio Products & Retail Business, of the Company to hold office for a term of five (5) years commencing from February 1, 2023, to January 31, 2028, and not being liable to retire by rotation.

The Board commends the Resolutions, as set out under Item No 4 and 5 in the Notice, for approval by the Members.

Memorandum of Interest.

Except Dr. Raghuram Devarakonda, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Ordinary Resolutions.

ANNEXURE

Brief Profile of Dr. Raghuram Devarakonda

Dr. Raghuram Devarakonda, aged 55 years, has done Ph.D. in Mechanical Engineering from University of California at Berkeley, post-doctoral research fellowship at University of Vienna and B.Tech. from Indian Institute of Technology, Mumbai. He has been working in the Company as President – Crop Protection, Bio Products & Retail since August 2021. He has over 27 years' experience in Indian industry and business consulting with about 14 years in C-Suite positions. Dr. Devarakonda started his career as a consultant with Accenture, Mumbai. He also worked for the Murugappa Group as Head Corporate Strategy and Planning and was the Business Head of TI cycles for about 6 years. Later, he joined Accenture as Managing Director (Partner) – Advanced Customer Strategy. He also served as Chief Operating Officer at Ramco Cements. Dr. Devarakonda is passionate about sustainable profitable growth in businesses.

Subject to approval of the Members, the Board has appointed Dr. Raghuram Devarakonda as Whole-time Director, designated as “Executive Director – Crop Protection, Bio Products & Retail, of the Company effective from February 1, 2023 and shall hold office for a term of five (5) years from February 1, 2023 to January 31, 2028 as proposed in the Resolution.

The terms and conditions of appointment of Dr. Raghuram Devarakonda, including remuneration to be paid to him, are mentioned in the Resolution as Item 5 of the Notice.

Dr. Raghuram Devarakonda is not related to any Director or Key Managerial Personnel of the Company. He does not hold any shares in the Company. He has not resigned as Director in listed entities in the past three years. He does not hold directorship/ committee membership in any other Company.