

Ref. No: 2024-25/030

May 10, 2024

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051
Scrip Code: COROMANDEL

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip Code: 506395

Dear Sir/Madam,

Sub : Notice of Postal Ballot
Ref : Our letter Ref. No: 2024-25/ dated May 06, 2024

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of the notice of Postal Ballot dated May 6, 2024 being sent to members today (i.e., May 10, 2024) seeking their approval for following:

1. To appoint Mr. Arunachalam Vellayan (DIN: 08011680) as a Director of the Company
2. To appoint Mr. Arunachalam Vellayan (DIN: 08011680) as Whole-time Director, designated as Whole-time Director - Strategy and Planning of the Company
3. To appoint Mr. Narayanan Vellayan (DIN: 07774406) as a Director of the Company
4. To appoint Mr. Narayanan Vellayan (DIN: 07774406) as Whole-time Director, designated as Whole-time Director - Strategic Sourcing of the Company
5. To Alter the Articles of Association of the Company

Pursuant to the notifications issued by the Ministry of Corporate Affairs (MCA), the Postal Ballot notice is being sent to members through electronic means only. The Company has engaged the services of Kfin Technologies Limited (KFIN) for providing the remote e-voting facility to enable members to cast their votes electronically.

Details under regulation 30 of SEBI LODR are as under:

Date of notice	May 6, 2024 (Monday)	
Cut-off date for Benpos	May 8, 2024 (Wednesday)	
e-voting start date and time	May 13, 2024 (Monday) and 09:00 AM (IST)	
e-voting end date and time	June 11, 2024 (Tuesday) and 05:00 PM (IST)	
Last date of shareholder approval	June 11, 2024 (Tuesday)	
Item of Business	Type of resolution	Manner of approval
To appoint Mr. Arunachalam Vellayan (DIN: 08011680) as a Director of the Company	Ordinary resolution	Postal ballot through remote e-voting facility
To appoint Mr. Arunachalam Vellayan (DIN: 08011680) as Whole-time Director, designated as Whole-time Director - Strategy and Planning of the Company	Ordinary resolution	
To appoint Mr. Narayanan Vellayan (DIN: 07774406) as a Director of the Company	Ordinary resolution	

To appoint Mr. Narayanan Vellayan (DIN: 07774406) as Whole-time Director, designated as Whole-time Director - Strategic Sourcing of the Company	Ordinary resolution	
To alter the Articles of Association of the Company	Special resolution	

We request you to take the above submission on record.

Thanking you,

Yours sincerely,

For **Coromandel International Limited**

B. Shanmugasundaram
Company Secretary & Compliance Officer

Encl. a/a:

COROMANDEL INTERNATIONAL LIMITED

CIN: L24120TG1961PLC000892

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

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

Phone Nos.: 040-66997300/7500

NOTICE OF POSTAL BALLOT

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

The Members

Coromandel International Limited

Dear Member,

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

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

The remote e-voting window shall remain open from **9.00 a.m. IST on Monday, May 13, 2024, and ends at 5:00 p.m. IST on Tuesday, June 11, 2024**, and the remote e-voting shall be disabled thereafter. Members are, therefore, requested to cast their votes on or before the above-mentioned date and time.

The statement setting out material facts, pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions are annexed to this Notice. Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice, for casting of votes not later than 5:00 p.m. IST on Tuesday, June 11, 2024. The remote e-voting facility will be disabled by KFIN immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors has appointed M/s. R. Sridharan & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Executive Chairman of the Company, or any person authorised by him after completion of scrutiny of the votes. The results of voting conducted through postal ballot (remote e-voting process only) will be announced by the Executive Chairman or any person authorised by him on or before June 13, 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 will be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), where the Company's equity shares are listed and be available on their respective websites, i.e., www.bseindia.com and www.nseindia.com.

SPECIAL BUSINESS

PROPOSED RESOLUTIONS

ITEM NO.1

To appoint Mr. Arunachalam Vellayan (DIN: 08011680) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Arunachalam Vellayan (DIN: 08011680) who was appointed as an Additional Director, by Board of Directors, with effect from May 6, 2024, and who holds office up to the date of next Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013 and Article 17.2 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director

pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

ITEM NO.2

To appoint Mr. Arunachalam Vellayan (DIN: 08011680) as Whole-time Director, designated as Whole-time Director - Strategy and Planning of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Article 22 of Articles of Association, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Arunachalam Vellayan (DIN: 08011680) as a Whole-time Director of the Company designated as Whole-time Director - Strategy and Planning for a period of five years with effect from May 6, 2024 to May 5, 2029, liable to retirement by rotation.

RESOLVED FURTHER THAT Mr. Arunachalam Vellayan, Whole-time Director be paid remuneration by way of salary, allowances, perquisites, incentive and retirement benefits, subject to the maximum limit under the applicable provisions of the Companies Act, 2013, as determined by the Nomination and Remuneration Committee and approved by the Board, for each of the financial year computed as per the provisions of Section 198 of the Act read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), with effect from May 6, 2024.

RESOLVED FURTHER THAT subject to the maximum permissible limit under the provisions of the Companies Act, 2013, Mr. Arunachalam Vellayan, Whole-time Director be paid the following remuneration with effect from May 6, 2024:

a.	Basic Salary	Rs. 10,41,400/- per month with such increments as may be decided/recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.
b.	Allowances and Perquisites	Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance, Special Allowances – Foreign Travel & Others and/or any other allowance as determined/recommended by the Nomination and Remuneration Committee and approved by the Board, subject to a maximum of 300% of Basic Salary.
c.	Incentive	As may be determined/ recommended by the Nomination and Remuneration Committee and approved by the Board, based on the achievement of the performance parameters laid down.
d.	Retirement Benefits	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved scheme of the Company in force from time to time.

	(ii) Encashment of leave as per rules of the Company in force
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Other allowances and Perquisites

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

ITEM NO.3

To appoint Mr. Narayanan Vellayan (DIN: 07774406) as a Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Nomination and

Remuneration Committee, Mr. Narayanan Vellayan (DIN:07774406) who, was appointed as an Additional Director, by Board of Directors, with effect from May 6, 2024, and who holds office up to the date of next Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013 and Article 17.2 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

ITEM NO.4

To appoint Mr. Narayanan Vellayan (DIN: 07774406) as Whole-time Director, designated as Whole-time Director - Strategic Sourcing of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and Article 22 of Articles of Association, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Narayanan Vellayan (DIN: 07774406) as a Whole-time Director of the Company, designated as Whole-time Director- Strategic Sourcing for a period of five years with effect from May 6, 2024 to May 5, 2029, liable to retirement by rotation.

RESOLVED FURTHER THAT Mr. Narayanan Vellayan, Whole-time Director be paid remuneration by way of salary, allowances, perquisites, incentive and retirement benefits, subject to the maximum limit under the applicable provisions of the Companies Act, 2013, as determined by the Nomination and Remuneration Committee and approved by the Board, for each of the financial year computed as per the provisions of Section 198 of the Act read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), with effect from May 6, 2024.

RESOLVED FURTHER THAT subject to the maximum permissible limit under the provisions of the Companies Act, 2013, Mr. Narayanan Vellayan, Whole-time Director be paid the following remuneration with effect from May 6, 2024:

a.	Basic Salary	Rs. 8,90,500/- per month with such increments as may be decided/ recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.
b.	Allowances and Perquisites	Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance, Special Allowances – Foreign Travel & Others and/or any other allowance as determined/ recommended by the Nomination and Remuneration Committee and approved by the Board, subject to a maximum of 300% of Basic Salary.
c.	Incentive	As may be determined/ recommended by the Nomination and Remuneration Committee and

		approved by the Board, based on the achievement of the performance parameters laid down.
d.	Retirement Benefits	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved scheme of the Company in force from time to time. (ii) Encashment of leave as per rules of the Company in force

Other allowance and perquisites

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

ITEM NO.5

To alter the Articles of Association 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 Section 14 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), the Articles of Association of the Company be and is hereby altered, by inserting the Article 20.21 i.e. “Appointment of Chairman Emeritus of the Company” after the present Article clause 20.20 in the Articles of Association of the Company which shall read as follows:

20.21. Appointment of Chairman Emeritus of the Company

- a) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company’s business relates or in the public field, as the Chairman Emeritus of the Company;
- b) The Chairman Emeritus shall hold office until he ceases to be in such position.
- c) The Chairman Emeritus may be invited to the Board meetings or meetings of the committees thereof.
- d) The Chairman Emeritus shall not be deemed to be a Director or “Officer” for any purposes of the Act or any other statute or Rules made thereunder or these Articles including for the purpose of determining the maximum number of directors which the Company can appoint;
- e) The Chairman Emeritus may provide guidance, mentorship and support to the Company and its Board and management and generally advise the Company, Board, management of the Company, from time to time;
- f) The advice provided by the Chairman Emeritus will not be binding on the Board, Committees and the Company;
- g) Subject to applicable statutory provisions, the Board may decide to make payments and provide amenities and facilities to the Chairman Emeritus for any services rendered by the Chairman Emeritus towards the Company;
- h) The Chairman Emeritus of the Company shall be indemnified by the Company out of the funds of the Company to pay all costs, losses and expenses which such Chairman Emeritus, acting in relation to any of the affairs of the Company may incur or become liable to by reason of any act or deed done by him in discharge of his duties.

RESOLVED FURTHER THAT Mr. Arun Alagappan, Executive Chairman and Mr. B Shanmugasundaram, Company Secretary and Compliance Officer of the Company be and are hereby authorized jointly or severally to file all relevant forms, returns and other necessary documents with the Ministry of Corporate Affairs, Stock Exchanges and any other authority and take all necessary steps for alteration of Articles of Association of the Company.”

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

Place: Chennai
Date: May 06, 2024

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 Listing Regulations setting out the material facts and the reasons for the proposed Resolutions above, is annexed herewith for your consideration.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Wednesday, May 08, 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, Fin Technologies Limited, Unit: Coromandel International Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, Telangana by following due procedure as mentioned elsewhere in this Postal Ballot Notice.
6. Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has made it mandatory for holders of physical securities to furnish PAN, email address, mobile number, bank account details and to register their nomination. SEBI has notified forms for the purpose, as detailed below:

Forms	Descriptions
Form ISR-1	Request for registering PAN, KYC details or changes / up-dation thereof
Form ISR-2	Confirmation of Signature of securities holder by the Banker
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 at below mentioned address at the earliest:

KFin Technologies Limited

Registrar and Transfer Agent

Unit: **Coromandel International Limited**

Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda,

Hyderabad – 500032, India, Toll Free No.:1800 309 4001

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

7. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by KFinTech. Guidelines for remote e-voting are given in Note no.13 of this Postal Ballot Notice.
8. **The Remote e-Voting period commences on 9.00 a.m. IST on Monday, May 13, 2024, and ends at 5:00 p.m. IST on Tuesday, June 11, 2024.** 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., **Wednesday, May 08, 2024** may cast their vote electronically in the manner and process set out herein above. The Remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
9. The voting rights of shareholders shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the Cut-off Date i.e. **Wednesday, May 08, 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 **Tuesday, June 11, 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 Executive Chairman of the Company and after the completion of scrutiny, the results of voting through electronic means will be declared by the Chairman or authorised persons by placing it along with the Scrutinizer's report on the Company's website www.coromandel.biz and communicated to the Stock Exchanges.
12. All the documents referred to in the Statement setting out material facts pursuant to Section 102 of the Act, annexed hereto, will be available for inspection at the registered office of the Company at any working day during business hours.
13. **Guidelines relating to Remote E-voting:**

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

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 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 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 atevoting@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 7989 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): 7989 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 Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorized 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:

- i. Members who have not yet registered their email address are requested to get their email address registered by following the procedure given below:
- ii. Members who have not registered their e-mail address may get their KYC details updated by submitting the ISR forms. The forms can be downloaded from <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Duly filled in forms along with the supporting documents to be sent to below the address:

KFin Technologies Limited,
Unit: Coromandel International 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

- iii. 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.
- iv. 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.
- v. Alternatively, members may send an e-mail request at the e-mail id: einward.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.
- vi. 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 Fintech 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”)

As required by Section 102 of the Companies Act, 2013, the following statement setting out material facts relating to the Special business under Item Nos. 1 to 5 of the accompanying Notice dated May 6, 2024.

Item No.1 & 2

The Board of Directors of the Company pursuant on the recommendations of the Nomination and Remuneration Committee (NRC), at its Meeting held on May 6, 2024, appointed Mr. Arunachalam Vellayan (DIN:08011680) as an Additional Director in terms of Section 161 of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Article 17.2 of Articles of Association of the Company and subsequently, in the same meeting, the Board appointed Mr. Arunachalam Vellayan as Whole-time Director, designated as Whole-time Director - Strategy and Planning for a period of five years with effect from May 6, 2024 to May 5, 2029, liable to retirement by rotation and subject to the approval of shareholders. The following is the brief profile of Mr. Arunachalam Vellayan.

Mr. Arunachalam Vellayan has done his Bachelors in Commerce from Loyola College, Chennai and an MSc in Accounting and Finance from Lancaster University, UK specializing in financial analysis and equity evaluation.

Mr. Arunachalam Vellayan joined EID Parry (India) Ltd in April 2008 as Assistant General Manager and was involved in creating a distribution network for sales of retail sugar. Later, he was associated with Cholamandalam Investment and Finance as Assistant Vice president and was involved in creating and building a portfolio of home equity loans within the company. During, April 2013, he had moved to Cholamandalam MS General Insurance as Dy. Chief Investment Officer. Mr. Arunachalam Vellayan has been associated with the Company since 2020 as Head - Corporate Strategy and Planning.

Prior to joining the Murugappa Group, Mr. Arunachalam Vellayan had worked in DBS Asset Management, Singapore. He was responsible for analysing companies and sectors for inclusion in their Asia equity funds. He had also worked with Karma Capital Advisors, Mumbai. He currently serves on the Board of New Ambadi Estates Private Ltd, Ambadi Enterprises Limited, and Parry Murray & Company Limited, UK. He has an experience of over sixteen years.

The NRC has considered the proposed appointment of Mr. Arunachalam Vellayan, who has rich experience in financial management, investment management, business strategy and general management and taking into consideration the above skills, expertise and competencies required for the Board in the context of the business of the Company. NRC has recommended the appointment of Mr. Arunachalam Vellayan, as Whole-time Director of the Company considering the above attributes.

The proposed appointment is subject to the approval of the Members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of his appointment

and remuneration as recommended by the NRC and Board are set out in the resolution of this notice. Further to the recommendations of NRC and profile of Mr. Arunachalam Vellayan, the Board considers it desirable and in the interest of the Company to appoint Mr. Arunachalam Vellayan, as Whole-time Director of the Company.

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

Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, 2015, the Company is required to seek approval of Members for appointment of Mr. Arunachalam Vellayan either at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought through Postal Ballot for appointment of Mr. Arunachalam Vellayan as Whole-time Director

The Board recommends this ordinary resolution as set forth in Item no. 1 & 2 of this accompanying Notice, for approval by the Members.

Memorandum of Interest

Mr. Arunachalam Vellayan and Mr. Narayanan Vellayan being relatives are interested in this Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Ordinary Resolution.

Item No.3 & 4

The Board of Directors of the Company pursuant on the recommendations of the Nomination and Remuneration Committee (NRC), at its Meeting held on May 6, 2024, appointed Mr. Narayanan Vellayan (DIN: 07774406) as an Additional Director in terms of Section 161 of the Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Article 17.2 of Articles of Association of the Company and subsequently, in the same meeting, the Board proposed the appointment Mr. Narayanan Vellayan as Whole-time Director, designated as Whole-time Director-Strategic Sourcing for a period of five years with effect from May 6, 2024, to May 5, 2029, liable to retirement by rotation and subject to the approval of shareholders. The following is the brief profile of Mr. Narayanan Vellayan.

Mr. Narayanan Vellayan Graduated from University of Bristol, UK with a LLB (Hons). Mr. Narayanan Vellayan has been associated with the Company since January 2010. During this period, he was the head of Commercial, Speciality Nutrient Business and Organic Fertilizer Business and has held the position of President & Head - Strategic Sourcing.

Prior to joining the Company, he worked as an Associate in the Corporate Tax department with KPMG, Bristol for 2 years.

The Nomination and Remuneration Committee (NRC) has considered that the proposed appointment of Mr. Narayanan Vellayan who has a vast and diverse experience in Strategic partnering, Business planning and development, leadership, strategic sourcing, financial acumen, value generation, branding and new product introduction, creative thinking, astute influencing, and networking. He has an overall experience of over fourteen years. He has been responsible for strategic sourcing for the Company, and he was heading the Commercial function. In this role, he has successfully finalised investments in raw materials sources, which has led to substantial savings and improve raw material security for the Company. He passionately worked on substitutes and alternative materials and sources. He was handling JV operations of Nurtured M&A, strategic development of alternative sources. He started Organic Fertiliser Business in the Company and has relentlessly strived for the usage of organic products in the country engaged with Govt. of India in supporting organic products. He introduced various Organic products during the tenure, by adopting key business strategies of extensive vendor development, setting up marketing team, establishing strategic sourcing alliances and managing channel network. The business has seen a remarkable transformation in terms of growth, profitability and new product introduction. He coached and established internal leadership for a smooth succession for Specialty Nutrient Division and Organic Fertiliser strategic business unit head and established manufacturing capability of specialty nutrient products.

The proposed appointment is subject to the approval of the Members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of his appointment and remuneration as recommended by the NRC and Board are set out in the resolution of this notice. Taking into consideration the above skills, expertise and competencies required for the Board in the context of the business and sectors of the Company, the NRC has recommended the appointment of Mr. Narayanan Vellayan as Whole-time Director of the Company. Further to the recommendations of NRC, the Board considers it is desirable to appoint Mr. Narayanan Vellayan, as Whole-time Director of the Company.

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

Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, 2015, Company is required to seek approval of the Members for appointment of Mr. Narayanan Vellayan 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. Narayanan Vellayan as Whole-time Director.

The Board recommends this ordinary resolution, as set forth in Item no. 3 & 4 of this Notice, for approval by the Members.

Memorandum of Interest

Mr. Arunachalam Vellayan and Mr. Narayanan Vellayan being relatives are interested in this Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Ordinary Resolution.

Item No.5

Under Section 14 of the Companies Act, 2013 the Board of Directors of a Company cannot, except with the consent of the Members in General Meeting by a Special Resolution, amend the Articles of Association of the Company.

It is proposed to insert new Article 20.21 in the Articles of Association after the existing Article 20.20 to insert provisions relating to appointment of any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as Appointment of Chairman Emeritus of the Company on the terms mentioned therein. The Board at its meeting held on May 06, 2024, has accorded its consent for the proposed insertion of Articles 20.21.

The Board recommends this special resolution, as set forth in Item no.5 of this Notice, for approval by the Members.

The Articles of Association of the Company and incorporating the proposed alteration is available for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 am to 12.30 pm except holidays from the date of dispatch of the notice, up to the last date of voting i.e., June 11, 2024 and is also available on the website of the Company at www.coromandel.biz

Memorandum of Interest

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

Place: Chennai
Date: May 06, 2024

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

CIN: L24120TG1961PLC000892

Registered Office:

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

ANNEXURE

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

Name	Mr. Arunachalam Vellayan
Age	42 years
DIN	08011680
Qualification	Mr. Arunachalam Vellayan has done his Bachelors in Commerce from Loyola College, Chennai He has done his MSc in Accounting and Finance from Lancaster University, UK specializing in financial analysis and liquidity evaluation
Brief Profile, Experience and other details	Mr. Arunachalam Vellayan joined EID Parry (India) Ltd in April 2008 as Assistant General Manager and was involved in creating a distribution network for sales of retail sugar. Later he was associated with Cholamandalam Investment and Finance as Assistant Vice president and was involved in creating and building a portfolio of home equity loans within the company. During, April 2013, he had moved to Cholamandalam MS General Insurance as Dy. Chief Investment Officer. In October 2020, he joined Coromandel International Ltd as Head - Corporate Strategy and Planning. Prior to joining the Murugappa Group, Mr. Arunachalam Vellayan had worked in DBS Asset Management, Singapore. He was responsible for analysing companies and sectors for inclusion in their Asia equity funds. He had also worked with Karma Capital Advisors, Mumbai. He has an experience of over sixteen years.
Last drawn remuneration	The remuneration last drawn is not applicable since his first appointment in the capacity of Director of the Company is effective from May 6, 2024.
Details of remuneration sought to be paid	As per the resolution of this Notice read with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013
Date of first appointment on the Board	Mr. Arunachalam Vellayan has been appointed as Whole-time Director with effect from May 6, 2024.
Shareholding in the Company	1,34,770 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Arunachalam Vellayan and Mr. Narayanan Vellayan are related <i>inter-se</i> as brothers.
Number of meetings of the Board attended during the year	1 (one)
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1. New Ambadi Estates Private Ltd 2. Parry Murray & Company Limited, UK. 3. Ambadi Enterprises Limited (Member – Nomination and Remuneration Committee)

Listed entities from which the person has resigned in the past three years	Nil
Nature of expertise in specific functional area	Mr. Arunachalam Vellayan has a vast and diverse expertise in financial management, investment management, business strategy and general management.
Key terms and conditions of appointment	As per the resolution of this Notice read with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013.

Name	Mr. Narayanan Vellayan
Age	38 years
DIN	07774406
Qualification	Mr. Narayanan Vellayan Graduated from University of Bristol, UK with a LLB (Hons).
Brief Profile, Experience and other details	Mr. Narayanan Vellayan who has a vast and diverse experience in the area of Strategic partnering, Business planning and development, leadership, strategic sourcing, financial acumen, value generation, branding and new product introduction, creative thinking, astute influencing and networking. He has an overall experience of over fourteen years. He has been responsible for strategic sourcing for the Company and he was heading the Commercial function. In this role, he has successfully finalised investments in raw materials sources, which has led to substantial savings and improve raw material security for the Company. He passionately worked on substitutes and alternative materials and sources. He was handling JV operations of Nurtured M&A, strategic development of alternative sources. He started Organic Fertiliser Business in the Company and has relentlessly strived for the usage of organic products in the country engaged with Govt. of India in supporting organic products. He introduced various Organic products during the tenure, by adopting key business strategies of extensive vendor development, setting up marketing team, establishing strategic sourcing alliances and managing channel network. The business has seen a remarkable transformation in terms of growth, profitability and new product introduction. He coached and established internal leadership for a smooth succession for Specialty Nutrient Division and Organic Fertiliser strategic business unit head and established manufacturing capability of specialty nutrient products.
Last drawn remuneration	The remuneration last drawn is not applicable since his first appointment in the capacity of Director of the Company is effective from May 6, 2024.
Details of remuneration sought to be paid	As per the resolution of this Notice read with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013
Date of first appointment on the Board	Mr. Narayanan Vellayan has been appointed as Whole-time Director with effect from May 6, 2024
Shareholding in the Company	1,40,370 equity shares

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Arunachalam Vellayan and Mr. Narayanan Vellayan are related <i>inter-se</i> as brothers.
Number of meetings of the Board attended during the year	1 (one)
Other Directorships, Memberships / Chairmanship of Committees of other Boards	The Southern India Chamber of Commerce and Industry.
Listed entities from which the person has resigned in the past three years	Nil
Nature of expertise in specific functional area	Mr. Narayanan Vellayan has vast and diverse expertise in Strategic partnering, Business planning and development, Leadership, Strategic sourcing, financial acumen, value generation, branding and new product introduction, creative thinking, astute influencing, Networking.
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.