

**Ref. No: 2024-25/042**

June 12, 2024

National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> 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 Sirs/Madam,

**Sub : Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting Results of the Postal Ballot**

In furtherance to our letter dated May 10, 2024 and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the shareholders of the Company through Postal Ballot (remote e-voting only) have approved the following Special Business with more than the requisite majority as set out in the Notice of Postal Ballot dated May 6, 2024:

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

We enclose herewith the Voting Results of the aforesaid Postal Ballot (remote e-voting only) along with the Scrutinizer's Report on the Postal Ballot. The Voting Results along with the Scrutinizer's Report will also be made available on the website of the Company i.e. [www.coromandel.biz](http://www.coromandel.biz) and on the website of KFIN Technologies Limited (e-voting service provider) i.e. [www.kfintech.com](http://www.kfintech.com).

We request you kindly take the above submission on record.

Thanking you,

Yours sincerely,  
For **Coromandel International Limited**

**B. Shanmugasundaram**  
**Company Secretary & Compliance officer**  
Encl.: a/a

## Annexure A

<b>Company Name</b>	COROMANDEL INTERNATIONAL LIMITED
<b>Date of the AGM/EGM</b>	NA
<b>Total number of shareholders on record date</b>	135842
<b>No. of shareholders present in the meeting either in person or</b>	
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	
<b>No. of Shareholders attended the meeting through Video</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	0

**Resolution No.1**

Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Arunachalam Vellayan (DIN: 08011680) as a Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	168780040	167556083	99.2748	167556083	0	100.0000	0.0000
	Poll	168780040	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	168780040	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	82905121	77310619	93.2519	76954367	356252	99.5391	0.4608
	Poll	82905121	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	82905121	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	42757808	705669	1.6504	698902	6767	99.0410	0.9589
	Poll	42757808	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	42757808	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>294442969</b>	<b>245572371</b>	<b>83.4024</b>	<b>245209352</b>	<b>363019</b>	<b>99.8522</b>	<b>0.1478</b>

**Resolution No.2**

Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Arunachalam Vellayan (DIN: 08011680) as Whole time Director, designated as Whole-time Director- Strategy and Planning of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	168780040	167556083	99.2748	167556083	0	100.0000	0.0000
	Poll	168780040	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	168780040	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	82905121	77310619	93.2519	43726901	33583718	56.5600	43.4399
	Poll	82905121	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	82905121	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	42757808	705651	1.6503	698853	6798	99.0366	0.9633
	Poll	42757808	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	42757808	0	0.0000	00	0	0.0000	0.0000
	Total	294442969	245572353	83.4023	211981837	33590516	86.3215	13.6785

**Resolution No.3**

Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Narayanan Vellayan (DIN: 07774406) as a Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	168780040	167550483	99.2715	167550483	0	100.0000	0.0000
	Poll	168780040	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	168780040	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	82905121	77310619	93.2519	76954367	356252	99.5391	0.4608
	Poll	82905121	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	82905121	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	42757808	705637	1.6503	698848	6789	99.0378	0.9621
	Poll	42757808	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	42757808	0	0.0000	00	0	0.0000	0.0000
	Total	294442969	245566739	83.4004	245203698	363041	99.8522	0.1478

**Resolution No.4**

Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Narayanan Vellayan (DIN: 07774406) as Whole-time Director, designated as Whole-time Director-Strategic Sourcing of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	168780040	167550483	99.2715	167550483	0	100.0000	0.0000
	Poll	168780040	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	168780040	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	82905121	77310619	93.2519	43726901	33583718	56.5600	43.4399
	Poll	82905121	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	82905121	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	42757808	705654	1.6504	698863	6791	99.0376	0.9623
	Poll	42757808	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	42757808	0	0.0000	00	0	0.0000	0.0000
	Total	294442969	245566756	83.4004	211976247	33590509	86.3212	13.6788

**Resolution No.5**

Resolution required: (Ordinary/ Special)	SPECIAL - To alter the Articles of Association of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	168780040	167690853	99.3547	167690853	0	100.0000	0.0000
	Poll	168780040	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	168780040	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	82905121	77310619	93.2519	61751856	15558763	79.8749	20.1250
	Poll	82905121	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	82905121	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	42757808	704602	1.6479	697784	6818	99.0323	0.9676
	Poll	42757808	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	42757808	0	0.0000	00	0	0.0000	0.0000
	Total	294442969	245706074	83.4478	230140493	15565581	93.6650	6.3350

12<sup>th</sup> June, 2024

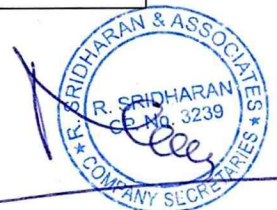
**The Executive Chairman**  
**COROMANDEL INTERNATIONAL LIMITED**  
 Coromandel House, 1-2-10, Sardar Patel Road,  
 Secunderabad - 500 003.

Dear Sir,

**Sub: Passing of Resolutions through Postal Ballot**

Pursuant to the resolutions passed by the Board of Directors of **COROMANDEL INTERNATIONAL LIMITED** ("the Company") on 6<sup>th</sup> May, 2024, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process through remote electronic voting in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
<p><b>Section 152 and all other applicable provisions of the Companies Act, 2013.</b></p>	<p><b>ORDINARY RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> 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.</p> <p><b>RESOLVED FURTHER THAT</b> 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."</p>
<p><b>Sections 196, 197 and 203 read with Schedule V and other applicable</b></p>	<p><b>ORDINARY RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> 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</p>







**provisions, if any, of the Companies Act, 2013.**

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

**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





	<p>modification or re-enactment thereof.</p> <p><b>RESOLVED FURTHER THAT</b> 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."</p>
<p><b>Section 152 and all other applicable provisions of the Companies Act, 2013.</b></p>	<p><b>ORDINARY RESOLUTION</b></p> <p>"<b>RESOLVED THAT</b> 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.</p> <p><b>RESOLVED FURTHER THAT</b> 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."</p>
<p><b>Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.</b></p>	<p><b>ORDINARY RESOLUTION</b></p> <p>"<b>RESOLVED THAT</b> 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.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Narayanan Vellayan, Whole-time Director be paid remuneration by way of salary, allowances, perquisites, incentive and retirement benefits, subject to the</p>







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, Medclaim 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."







**Section 14 and all other applicable provisions of the Companies Act, 2013**

**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."
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WE REPORT that In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's General Circular No.14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, and General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 ("MCA Circulars"), the Company has sent Postal Ballot Notice dated 6<sup>th</sup> May, 2024 on 10<sup>th</sup> May, 2024 through electronic mode only to those Members whose e-mail addresses are registered with the Company (in respect of the shares held in physical form) and with their Depositories (in respect of the shares held in Demat Form) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, 8<sup>th</sup> May, 2024 ("Cut-off date").

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot E- voting, on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by KFin Technologies Limited, the authorized agency engaged by the Company.

WE REPORT that as stated in the notice sent to the members, the Company had fixed Tuesday, 11<sup>th</sup> June, 2024 as the last date for E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS LINE**" in 'English' on 11<sup>th</sup> May, 2024 and "**ANDHRA PRABHA**" in vernacular language 'Telugu' on 11<sup>th</sup> May, 2024 informing about the dispatch of the Postal Ballot Notice and other related matters mentioned therein. We have received E-Voting from the members during the period **13<sup>th</sup> May, 2024 (9:00 a.m. IST) to 11<sup>th</sup> June, 2024 (5:00 p.m. IST)**.

All the votes received upto the closure of working hours (**5:00 p.m. IST**) on Tuesday, 11<sup>th</sup> June, 2024, the last date fixed by the Company for receipt of E-Voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.







We report that out of **135842** Shareholders, we have received valid E-Voting from **801** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot E-Voting	<b>13<sup>th</sup> May, 2024 (9:00 a.m. IST) to 11<sup>th</sup> June, 2024 (5:00 p.m. IST)</b>		
Total No. of Shareholders	<b>135842</b>		
Total No. of Shares	<b>294442969</b>		
<b>Particulars</b>	<b>As per Postal Ballot</b>	<b>As per E-Voting</b>	<b>Total</b>
Postal Ballot Forms Received	-	<b>801</b>	<b>801</b>
Less: Invalid Forms	-	<b>0</b>	<b>0</b>
<b>Net Valid Forms</b>	-	<b>801</b>	<b>801</b>

**Note: 18 shareholders have abstained from voting**

**Item No. 1 – Appointment of Mr. Arunachalam Vellayan (DIN: 08011680) as a Director of the Company.**

**ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
<b>734</b>	<b>245209352</b>	<b>99.85</b>

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
<b>57</b>	<b>363019</b>	<b>0.15</b>

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) – E- Voting
<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No.1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**Item No. 2 – Appointment of Mr. Arunachalam Vellayan (DIN: 08011680) as Whole-time Director, designated as Whole-time Director - Strategy and Planning of the Company.**

**ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
<b>624</b>	<b>211981837</b>	<b>86.32</b>





(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
168	33590516	13.68

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) – E- Voting
NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No.2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**Item No. 3 – Appointment of Mr. Narayanan Vellayan (DIN: 07774406) as a Director of the Company.**

**ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
730	245203698	99.85

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
58	363041	0.15

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) – E- Voting
NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No.3 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.





**Item No. 4 – Appointment of Mr. Narayanan Vellayan (DIN: 07774406) as Whole-time Director, designated as Whole-time Director - Strategic Sourcing of the Company.**

**ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
624	211976247	86.32

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
168	33590509	13.68

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) – E- Voting
NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No.4 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**Item No. 5 - Alteration of the Articles of Association of the Company**

**SPECIAL RESOLUTION**

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
575	230140493	93.66

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
210	15565581	6.34

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) – E- Voting
NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution with regard to Item No.5 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.





WE FURTHER REPORT that as per the notice of Postal Ballot dated 6<sup>th</sup> May, 2024. The results of the e-voting will be announced by the Executive Chairman or any person authorized by him on or before Thursday, June 13, 2024 at the registered office of the Company and communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's shares are listed and will also be displayed on the Company's website [www.coromandel.biz](http://www.coromandel.biz) and on the website of KFin Technologies Limited.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot E-Voting.

Thanking You

Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES**  
**COMPANY SECRETARIES**

  
**CS R SRIDHARAN**  
**FCS No. 4775**  
**C P No. 3239**  
**PR No. 657/2020**  
**UDIN: F004775F000563124**

