

Ref. No.: 2020-21/112

February 01, 2021

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, 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,

Subject : Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome of Board meeting

Please refer to our letter dated January 13, 2021 intimating you about convening of meeting of the Board of Directors of the Company to, *inter alia*, consider and approve the Un-audited Financial Results for the quarter and nine months ended December 31, 2020.

In this regard, we wish to inform that the Board of Directors of the Company at its meeting held today also considered and approved the following:

(a) Appointment of Mr. Arun Alagappan, Director (DIN 00291361) as Whole-time Director

The Board of Directors approved the appointment of Mr. Arun Alagappan as Whole-time Director of the Company for a period of 5 (Five) years with effect from February 15, 2021. The appointment is subject to the approval of members of the Company at the next general meeting.

(b) Election of Mr. Arun Alagappan as Vice Chairman of the Board, to be designated as Executive Vice Chairman

The Board of Directors also elected Mr. Arun Alagappan as Vice Chairman, to be designated as Executive Vice Chairman of the Company with effect from February 15, 2021.

Mr. Arun Alagappan is currently the Managing Director of Cholamandalam Investment and Finance Company Limited and also holds directorship in several companies. Mr. Alagappan is acknowledged as a thought leader in the Bicycle Industry and the NBFC Industry. He also worked in various companies in the Murugappa Group. He has done his Graduation in Commerce from the University of Madras and completed the 'Owner President/Management Program' from Harvard Business School.

Mr. Alagappan is not related to any other Director of the Company.



(c) Amalgamation of wholly owned subsidiaries with the Company

The Board of Directors approved the draft Scheme of Amalgamation providing for amalgamation of the wholly owned subsidiaries of the Company, viz., Liberty Pesticides and Fertilizers Limited and Coromandel SQM (India) Private Limited with Coromandel International Limited pursuant to Sections 230-232 of the Companies Act, 2013 and subject to the requisite statutory / regulatory approvals.

The requisite details relating to the amalgamation, as required under the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 09, 2015, are given in **Annexure - A** to this letter.

Further, we wish to intimate that the draft Scheme of Amalgamation will be intimated to the Stock Exchanges in due course as per Regulation 37(6) of the SEBI Listing Regulations.

We request you to acknowledge and take it on your record.

Thanking you,

Yours faithfully,
For **Coromandel International Limited**


Rajesh Mukhija
Sr. Vice President – Legal &
Company Secretary

Annexure - A

S No	Particulars	Description
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>Transferor companies: (a) Liberty Pesticides and Fertilizers Limited (LPFL); and (b) Coromandel SQM (India) Private Limited (CSQM).</p> <p>Transferee Company: Coromandel International Limited (CIL)</p> <p>The Scheme of Amalgamation provides for amalgamation of LPFL and CSQM ("Transferor companies") with CIL ("Transferee Company"). The Transferor companies are wholly owned subsidiaries of the Transferee Company.</p> <p>Turnover/Revenue for year ended March 31, 2020:</p> <p>CIL : ₹ 13,154.88 Crores LPFL : ₹ 0.15 Crores CSQM : ₹ 58.23 Crores</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>The Transferor Companies are wholly owned subsidiaries of the Transferee Company. The proposed Scheme of Amalgamation, being dealt under the specific Sections of the Companies Act, 2013, does not fall within the purview of related party transaction in terms of the Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs.</p> <p>As the Scheme of Amalgamation is between holding company and its wholly owned subsidiaries, it is also exempt from the relevant provisions of related party transactions under the said SEBI Listing Regulations, 2015 as well as from the provisions of SEBI circular dated March 10, 2017.</p>
3.	Area of business of the entity(ies)	<p>a. CIL is engaged in the business of Fertilizers, Specialty Nutrients, Crop Protection and Retail.</p> <p>b. CSQM is engaged in the business of manufacturing and sale of water-soluble fertilizers.</p> <p>c. LPFL is engaged in the business of manufacturing, producing, processing, importing, exporting and dealing in minerals, pesticides, insecticides and fertilizers and their ancillaries.</p>



S No	Particulars	Description
4.	Rationale for amalgamation/ merger	<p>Currently, LPFL has no business operations, and also no plans going forward. It is, accordingly, proposed to merger LPFL with CIL.</p> <p>Being engaged in the business of manufacturing and sale of water-soluble fertilizers, the proposed merger of CSQM with CIL is expected to result in synergies in business activity, and more effective and efficient management of business affairs.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	Since, the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares of the Transferee companies shall be allotted under the Scheme of Amalgamation in lieu or exchange of the shares of the Transferor Company.
6.	Brief details of change in shareholding pattern (if any) of listed entity.	There would be no change in shareholding pattern of the Transferee Company, which is the listed entity.

