

Ref. No: 2024-25/036

May 30, 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(s),

Subject : Annual Secretarial Compliance Report for the year ended March 31, 2024

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Annual Secretarial Compliance Report issued by M/s. R Sridharan & Associates, Practicing Company Secretary, for the financial year ended March 31, 2024.

This is for your information and records.

Thanking you.

Yours sincerely,
For **Coromandel International Limited**

B Shanmugasundaram
Company Secretary and compliance officer

Encl. as above

**SECRETARIAL COMPLIANCE REPORT OF COROMANDEL INTERNATIONAL
LIMITED FOR THE YEAR ENDED 31ST MARCH 2024**

ISIN: INE169A01031

We, R.SRIDHARAN & ASSOCIATES, Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by COROMANDEL INTERNATIONAL LIMITED, (CIN:L24120TG1961PLC000892) (herein after referred as "The listed entity") having its Registered office at 1-2-10, Sardar Patel Road, Secunderabad, Hyderabad, Telangana -500003.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address:<https://www.coromandel.biz/>)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2024 in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the year under review)**
- e) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable during the year under review)**
- f) The Employee Stock Option Plan, 2016 approved under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 & The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the year under review)**

COROMANDEL INTERNATIONAL LIMITED

SECRETARIAL COMPLIANCE REPORT
FOR THE YEAR ENDED 31ST MARCH, 2024





- h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the year under review)**
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except the following:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Listed entity has a Regular non-executive chairperson related to any promoter and at least half of the board of directors of the listed entity shall consist of independent directors.	Regulation 17(1)(b) of SEBI Listing Regulations	The Company does not have required number of Independent Directors on 30 th March, 2024 and 31 st March, 2024.					Delay in appointment of Independent Director	Mr. Sumit Bose, Independent Director retired effective March 29, 2024. Mr Suresh Subramanian was appointed in the Board effective April 1, 2024. No Board / Committee meeting was held during the intervening period of two days (i.e., 30th & 31st March, 2024) and hence such vacancy for a minimal gap of two days did not impede the governance process in the company.	





(b)The listed entity has taken the following actions to comply with the observations made in the previous reports:

S. No	Compliance Requirement (Regulations / circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Allotment of Securities shall be disclosed to the stock exchange within 24 hours from the date of such allotment.	Regulation 30 and Schedule III of SEBI Listing Regulations	For the Allotment of ESOP which had taken place on 24 th February, 2023, the disclosure has been made to the Stock Exchanges on 27 th February, 2023	-	-	-	-	There was a delay in intimation to the stock exchange on grant of options	Allotment of ESOP which had taken place on 24th February, 2023, the disclosure has been made to the Stock Exchanges on 27th February, 2023 as 24th falls on a Friday, the next working day is on 27th and the same was intimated accordingly.	-

We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard	YES	-





	on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.		
2.	<u>Adoption and timely updation of the Policies</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES YES	- -
3.	<u>Maintenance and disclosures on Website</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirect to the relevant document(s)/ section of the website.	YES YES YES	- - -
4.	<u>Disqualification of Director</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	-
5.	<u>Details related to Subsidiaries of listed entities</u> <ul style="list-style-type: none">Identification of material subsidiary companies.Requirements with respect to disclosure of material as well as other subsidiaries.	NOT APPLICABLE YES	The Listed Entity does not have a Material Subsidiary Company -
6.	<u>Preservation of Documents</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of	YES	-





	Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	<u>Related Party Transactions</u> <ul style="list-style-type: none">The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (or)In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	YES NOT APPLICABLE	- All Related party Transactions were entered into after obtaining prior approval of audit Committee.
9.	<u>Disclosure of events or information</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	-
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on	NOT APPLICABLE	-





	compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>Additional Non-compliances, if any</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	-

FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



[Handwritten Signature]
CS R.SRIDHARAN
C.P NO.3239
FCS.NO.4775
PR.NO.657/2020
UIN: S2003TN063400
UDIN: F004775F000371504

PLACE : CHENNAI
DATE :16TH MAY, 2024

