

Ref. No: 2024-25/085

September 12, 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 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 August 12, 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 August 7, 2024:

1. Appointment of Mr. Durgashankar Subramanian (DIN: 00044713) as Non-executive Independent Director of the Company.
2. Approval for payment of remuneration to Mr. A. Vellayan, Chairman Emeritus, a related party for holding the office or place of profit.
3. Approval for change in designation of Mr. S Sankarasubramanian (DIN: 01592772), Executive Director - Nutrient Business as Managing Director and Chief Executive Officer 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 and on the website of KFIN Technologies Limited (e-voting service provider) i.e. 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

Company Name	COROMANDEL INTERNATIONAL LIMITED
Date of the AGM/EGM	NA
Total number of shareholders on record date	148389
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	NA
Public:	NA

Resolution No.1

Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Durgashankar Subramanian (DIN: 00044713) as Non-executive Independent Director 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	168252599	99.6875	168252599	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	83887247	77800098	92.7437	77770045	30053	99.9614	0.0386
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41833292	966757	2.3110	963701	3056	99.6839	0.3161
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		294500579	247019454	83.8774	246986345	33109	99.9866	0.0134

Resolution No.2

Resolution required: (Ordinary/ Special)		ORDINARY - Approval for payment of remuneration to Mr. A. Vellayan, Chairman Emeritus, a related party for holding the office or place of profit						
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	168134089	99.6173	168134089	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	83887247	77800098	92.7437	44980028	32820070	57.8149	42.1851
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41833292	966578	2.3105	959906	6672	99.3097	0.6903
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		294500579	246900765	83.8371	214074023	32826742	86.7045	13.2955

Resolution No.3

Resolution required: (Ordinary/ Special)	ORDINARY - Approval for change in designation of Mr S Sankarasubramanian (DIN: 01592772), Executive Director - Nutrient Business as Managing Director and Chief Executive Officer 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	168252599	99.6875	168252599	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	83887247	76631598	91.3507	60770961	15860637	79.3027	20.6973
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41833292	966605	2.3106	963768	2837	99.7065	0.2935
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		294500579	245850802	83.4806	229987328	15863474	93.5475	6.4525

12th September, 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 7th August, 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>Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013</p>	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161 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) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr. Durgashankar Subramanian (DIN: 00044713) as a Non-Executive and Independent Director of the Company for a term of five consecutive years effective from August 19, 2024 to August 18, 2029 and not be liable to retire by rotation during his tenure, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013 and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act.</p> <p>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."</p>

<p>Section 188 and all other applicable provisions of the Companies Act, 2013.</p>	<p>ORDINARY RESOLUTION</p> <p>“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (the Act) and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the recommendation and approval of the Audit Committee and Board of Directors in their meetings held on August 7, 2024 approval of the members be and is hereby accorded for holding of office or place of profit by Mr. A Vellayan, as Chairman Emeritus and payment of remuneration to him up to Rs.2,00,00,000 (Rupees Two Crores only) per annum for the period of five years and reimbursement of expenses at actuals incurred for the official purposes of the company not exceeding Rs 30,00,000 (Rupees Thirty Lakhs only) per annum for a period of five years from 11th September, 2024 to 10th September, 2029.</p> <p>RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation in the Act and or the Rules in this regard, the Board of Directors (and any committee thereof, if so, required by law) be and are hereby authorised to act in accordance with such applicable law without further reference to, or requirement to seek approval of the members of the Company.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the members of the Company which shall be deemed to be given hereof expressly by the authority of this resolution.”</p>
<p>Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013</p>	<p>ORDINARY RESOLUTION</p> <p>“RESOLVED THAT in <i>modification</i> of the resolution approved by the shareholders on December 29, 2022 and pursuant to the provisions of Article 21 of the Articles of Association of the Company, Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, approval of shareholders be and is hereby accorded to re-designate Mr. S Sankarasubramanian (DIN: 01592772) as the Managing Director & Chief Executive Officer of the Company with effect from August 7, 2024 till the end of his current term i.e. January 31, 2028.</p>

RESOLVED FURTHER THAT Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer be paid remuneration by way of salary, allowances, incentive and perquisites, stock options subject to the maximum permissible limit under the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as may be recommended by the Nomination and Remuneration Committee and approved by the Board for each of the financial year computed as per the provisions of Section 198 of the Act read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT subject to the maximum permissible limit under the provisions of the Act and SEBI Listing Regulations, Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer be paid the following remuneration with effect from August 7, 2024:

A. Fixed Compensation		
a.	Basic Salary (Fixed Compensation)	Rs. 17,25,330/- (Rupees Seventeen Lakhs twenty-five thousand three hundred and thirty only) 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. Annual Performance Pay		
b.	Incentive or Variable Pay	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 but not higher than 100% per annum.
C. Others		
c.	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.
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.
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		(ii) Encashment of leave as per rules of the Company in force
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D. 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, Medclaim 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 car 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) Entitlement for Stock options as per the Company's Employee Stock Options Scheme/ Plan as may be decided from time to time by the Nomination and Remuneration Committee.

(v) Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.

(vi) Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer 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. S Sankarasubramanian, Managing Director & Chief Executive Officer, the Company will pay to him the above as minimum remuneration subject to such limits and approvals as may be applicable and / or 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 stock options already granted during his tenure as an Executive Director shall continue to remain valid and shall vest as per the vesting schedule.

	<p>RESOLVED FURTHER THAT Mr. S Sankarasubramanian, Managing Director & Chief Executive Officer shall <i>ipso facto</i> cease to be a Director of the Company, on his ceasing to be the Managing Director of the Company.</p> <p>RESOLVED FURTHER THAT in terms of Article 17.26 of the Articles of Association of the Company, Mr. S Sankarasubramanian will not be liable to retire by rotation unless required as per the provisions of the Act in terms of Section 152(6).</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Nomination and Remuneration Committee and the Board of Directors of the Company be and are hereby authorised to do all such acts, matters, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.'</p>
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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 8th April, 2020 read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 ("MCA Circulars"), the Company has sent Postal Ballot Notice dated 7th August, 2024 on 12th August, 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, 7th August, 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 resolutions 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 resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company.

WE REPORT that as stated in the notice sent to the members, the Company had fixed Wednesday, 11th September, 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 STANDARD**" in 'English' on 13th August,

2024 and "NAVA TELANGANA" in vernacular language 'Telugu' on 13th August, 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 **13th August, 2024 (9:00 a.m. IST) to 11th September, 2024 (5:00 p.m. IST).**

All the votes received upto the closure of working hours (**5:00 p.m. IST**) on Wednesday, 11th September, 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 **148389** Shareholders, we have received valid E-Voting from **1161** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot E-Voting	13th August, 2024 (9:00 a.m. IST) to 11th September, 2024 (5:00 p.m. IST)		
Total No. of Shareholders as on cut-off date	148389		
Total No. of Shares	294500579		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	-	1161	1161
Less: Invalid Forms	-	0	0
Net Valid Forms	-	1161	1161

Item No. 1 – Appointment of Mr. Durgashankar Subramanian (DIN: 00044713) as Non-executive Independent Director 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
1098	246986345	99.9866

(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
63	33109	0.0134

(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.1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

Item No. 2 – Approval for payment of remuneration to Mr. A. Vellayan, Chairman Emeritus, a related party for holding the office or place of profit.

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
902	214074023	86.7045

(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
255	32826742	13.2955

(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 – Approval for change in designation of Mr. S Sankarasubramanian (DIN: 01592772), Executive Director - Nutrient Business as Managing Director and Chief Executive Officer 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
957	229987328	93.5475

(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
199	15863474	6.4525

(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.

WE FURTHER REPORT that as per the notice of Postal Ballot dated 7th August, 2024. The results of the e-voting will be announced by the Executive Chairman or any person authorized by him on or before Friday, September 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 and on the website of NSDL.

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**

R
SRIDHARA
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Digitally signed
by R SRIDHARAN
Date: 2024.09.12
17:12:16 +05'30'

**CS R SRIDHARAN
FCS No. 4775
C P No. 3239
PR No. 657/2020
UDIN: F004775F001205590**