

October 22, 2019

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

**Sub. : Intimation under Regulation 30 read with Regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we would like to intimate that Board of Directors ('Board') of the Company at its meeting held today, i.e., October 22, 2019, considered and approved the draft Scheme of Amalgamation pursuant to Sections 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, providing for the amalgamation of its wholly owned subsidiaries, viz., Dare Investments Limited ("DIL") and Liberty Pesticides and Fertilizers Limited ("LPFL") with Coromandel International Limited ("CIL"). The Scheme would be subject to the requisite statutory / regulatory approvals.

The Board shall take necessary actions for completing the requirements in this regard and to do all acts and deeds as may be deemed necessary.

We enclose herewith the details as required under the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 as 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.

Kindly take this on your record.

Thanking you,

Yours faithfully,  
For **Coromandel International Limited**

  
**P Varadarajan**  
Company Secretary

**Annexure**

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><u>Transferor companies:</u> (a) Dare Investments Limited (DIL); and (b) Liberty Pesticides and Fertilizers Limited (LPFL).</p> <p><u>Transferee Company:</u> Coromandel International Limited (CIL)</p> <p>The scheme of amalgamation provides for amalgamation of Dare Investments Limited and Liberty Pesticides and Fertilizers Limited ("Transferor companies") with Coromandel International Limited ("Transferee Company"). The Transferor companies are wholly owned subsidiaries of the Transferee Company.</p> <p><u>Turnover/Revenue for year ended March 31, 2019:</u></p> <p>CIL : ₹ 13,240 Crores DIL : Nil LPFL : ₹ 0.17 Crores</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms 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 pursuant to the Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs.</p> <p>Further, being the Scheme of Amalgamation between holding company and its wholly owned subsidiaries, pursuant to the provisions of Regulations 23(5)(b) of SEBI Listing Regulations, 2015 it is 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. DIL is engaged in the business of investment company and to invest in, acquire, sell, transfer, underwrite, subscribe or deal in any shares, bonds, stocks, issued by any company.</p>



S.No.	Particulars	Description
		c. LPFL is engaged in the business of manufacturing, producing, processing, importing, exporting and dealing in minerals, pesticides, insecticides and fertilizers and their ancillaries.
4.	Rationale for amalgamation/ merger	Since, the Transferor Companies are wholly owned subsidiaries of the Transferee Company their business activities are similar and complement each other. Therefore, the restructuring would have greater and optimal utilization of resources, Operational synergies with the existing business resulting in economies of scale, effective coordination and better control over the activities, reduction of overheads and administrative expenses.
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 (Listed) Company.

*Murugappa*