

Ref. No.: 2023-24/47

July 27, 2023

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 : Proceedings of the 61st Annual General Meeting of the Company held on July 27, 2023

We refer to our letter dated July 5, 2023, informing you about the 61st Annual General Meeting ('AGM') of the Members of the Company scheduled through Video Conference (VC) / Other Audio-Visual Means (OAVM) on July 27, 2023.

In this regard, we write to inform that the AGM was held on Thursday, July 27, 2023, through VC/OAVM, in compliance with related circulars issued by Ministry of Corporate Affairs, Securities and Exchange Board of India ('SEBI') and other applicable provisions of the Companies Act, 2013.

In accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the summary of proceedings of 61st AGM of the Company held on July 27, 2023.

This is for your information and records.

Thanking you.

Yours sincerely,
For **Coromandel International Limited**

Rajesh Mukhija
Sr. Vice President-Legal &
Company Secretary

Summary of proceedings of the 61st Annual General Meeting of Coromandel International Limited

The 61st Annual General Meeting (AGM or Meeting) of the Members of the Coromandel International Limited ('the Company') was held on Thursday, July 27, 2023, at 3:30 p.m. IST, through Video Conferencing (VC), in compliance with General Circular number 20/2020 read with General Circular numbers 14/2020, 17/2020, 02/2021, 19/2021, 21/2021 and 2/2022 and 10/2022 issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/ CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars") and other applicable provisions of the Companies Act, 2013.

Pursuant to Article 13.7 of the Articles of Association, Mr. A Vellayan, Chairman of the Board, chaired the Meeting and conducted the proceedings of the Meeting through VC. The requisite quorum being present, he called the Meeting to order. He further informed that since the Meeting was being held through VC, the proxy related procedures had been dispensed with.

He then introduced the members of the Board, the Senior Executives of the Company, the Statutory Auditors, Cost Auditors and Secretarial Auditor. All the Directors were present at the AGM, including the Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The Chairman informed the Members that the statutory registers under the Companies Act, 2013 and Certificate obtained from the Secretarial Auditor of the Company confirming that the Company's ESOP Schemes have been implemented in accordance with the SEBI Regulations and in accordance with the resolutions passed by the Shareholders, were available to the Members for inspection in electronic form.

The Notice dated May 15, 2023, convening the AGM was taken as read. As the Auditors Report did not have any qualifications or observations, the same was not read out at the Meeting.

The Chairman in his speech gave an overview of the global and Indian economic scenario, industry overview and the business and financial performance of the Company for the financial year ended March 31, 2023 and the quarter ended June 30, 2023.

The following items of business as set out in the Notice convening the AGM ('Notice') were transacted at the AGM:

1. Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2023, together the Report of the Auditor thereon and the Report of the Board of Directors.
2. Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2023, together with the Report of the Auditor thereon.
3. Declaration of Final Dividend for the financial year ended March 31, 2023, and confirmation of interim dividend paid during the financial year 2022-23.

4. Reappointment of Mr. M.M. Venkatachalam, as a Director, liable to retire by rotation.
5. Appointment of Mr. Aditya Himatsingka as an Independent Director of the Company.
6. Appointment of Mr. Adnan Wajhat Ahmad as an Independent Director of the Company.
7. Payment of commission to Mr. A Vellayan, Chairman of the Company.
8. Ratification of remuneration to Cost Auditors for the financial year 2022-23.
9. Approval of 'Coromandel International Limited – Employee Stock Option Plan 2023'.
10. Approval for grant of employee stock options to the eligible employees of the Company's group company(ies) including Subsidiary Company(ies) or associate company(ies) or holding Company under 'Coromandel International Limited – Employee Stock Option Plan 2023.
11. Approval for secondary acquisition of equity shares through Trust route for the implementation of 'Coromandel International Limited – Employee Stock Option Plan 2023.
12. Approval for provision of money by the Company to purchase of its own equity shares by the Trust under 'Coromandel International Limited – Employee Stock Option Plan 2023.

The Chairman informed the following:

- The Company had provided remote e-voting facility to enable Member to cast their votes electronically on all above 12 items of business as set out in the Notice. The Chairman informed that remote e-voting commenced at 9:00 a.m. (IST) on Sunday, July 23, 2023, and concluded at 5:00 p.m. (IST) on Wednesday, July 26, 2023.
- Mr. R. Sridharan from M/s. R. Sridharan & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the remote e-Voting and e-Voting process at the AGM.
- Voting results, i.e., remote e-Voting and voting at the Meeting through electronic voting system (Insta Poll) would be disseminated to the stock exchanges and also uploaded on the website of the Company and on e-Voting platform of KFin Technologies Limited, within two working days.

The Chairman invited the Members who had registered as speakers to speak / ask questions or express their views. The Members who had registered as speakers expressed their views and raised a few questions. Mrs. Jayashree Satagopan, Chief Financial Officer, replied to the queries and provided necessary clarifications to the Members.

The facility to vote at the meeting on all the 12 items of business, as set out in the Notice, through electronic voting system (Insta Poll), was also made available to those Members who participated in the Meeting and had not cast their votes through remote e-Voting.

The meeting concluded at 4:50 p.m.
