

January 25, 2018

National Stock Exchange of India Limited
Exchange Plaza, 5th floor
Plot no.C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Dear Sirs,

Scrip code: COROMANDEL/506395

Sub: Disclosure under Regulation 30 of SEBI (SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

This has reference to our letter dated December 22, 2017 informing you of the decision of our Board on acquisition of Bio-Pesticides Business of E.I.D. Parry (India) Limited (E.I.D. Parry) and acquisition of shares held by E.I.D. Parry in Parry America Inc., USA.

In this connection we enclose Postal Ballot Notice and Postal Ballot Form dispatched to the shareholders of the Company, on January 24, 2018.

The E-voting period starts from Thursday, January 25, 2018 (9:00 a.m. IST) and ends on Friday, February 23, 2018 (5:00 p.m. IST). The last date for receipt of postal ballot form by scrutinizer is Friday, February 23, 2018 (5:00 p.m. IST). The Results of Postal Ballot (including e-voting) will be announced on Saturday, February 24, 2018.

We request you to take the same on your record.

Thanking you,

Yours faithfully,
For Coromandel International Limited



P. Varadarajan
Company Secretary

COROMANDEL INTERNATIONAL LIMITED

Regd. Office: "Coromandel House", 1-2-10, Sardar Patel Road, Secunderabad – 500 003,
Telangana CIN: L24120TG1961PLC000892

E-mail ID:investorsgrievance@coromandel.murugappa.com; web: www.coromandel.biz

Tel No.: 040-27842034/27847212; Fax: 040-27844117

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Members of Coromandel International Limited

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the Members through postal ballot/electronic voting (e-voting) as Ordinary Resolutions:

Item No.1

Approval for acquisition of the Bio Pesticides Business of the E.I.D. Parry (India) Limited

Item No.2

Approval for acquisition of shares held by the E.I.D. Parry (India) Limited in Parry America Inc., USA

Item No.3

Approval for Appointment of Mr. A Vellayan as Advisor to the Company for a period of 5 years from the date following the date of his retirement from the Board.

The draft resolutions and the explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with the postal ballot form for your consideration and voting.

Members may please note that the voting on the resolution as contained in this notice may be made through postal ballot form or electronic voting (e-voting). Members opting for e-voting are requested to follow the instructions on e-voting appended to this notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is providing e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical postal ballot form on the resolutions set forth in the Postal Ballot notice. The Company has engaged the services of M/s. Karvy Computershare Private Limited (Karvy) to provide the e-voting facility.

The Board of Directors have appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, Company Secretaries, Chennai, as the Scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner.

You are requested to read the instructions printed on the postal ballot form carefully and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer on or before the close of working hours of Friday, February 23, 2018.

Please note that any postal ballot form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutiniser will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the postal ballots and e-voting. The consolidated result of the postal ballot/e-voting (results) will be announced on Saturday, February 24, 2018 at 3 p.m. at the Registered Office of the Company at "Coromandel House", 1-2-10 Sardar Patel Road, Secunderabad-500003. The said results will also be displayed at the Registered Office and posted on the Company's website- www.coromandel.biz and on the Karvy's website www.evoting.karvy.com besides being communicated to the Stock Exchange(s) viz. NSE and BSE where the Company's shares are listed.

A member who is a related party in respect of any of the aforesaid resolution(s) shall not vote on such resolution(s). The Resolutions being Ordinary Resolutions will be declared as passed if votes cast in favour of the resolution are not less than the number of votes, if any, cast against the resolution by Members so entitled and voting.

The resolutions, if passed by requisite majority, shall be deemed to have been passed on Friday, February 23, 2018, the last date specified for receipt of duly completed postal ballot forms / e-voting.

By Order of the Board
For Coromandel International Limited

Place: Secunderabad
Date: December 22, 2017

P. Varadarajan
Company Secretary

RESOLUTIONS FOR POSTAL BALLOT

(Pursuant to section 110 of the Companies Act, 2013)

Item No.1: To consider and if deemed fit, to pass the following resolution as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and all other applicable statutes, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof), approval of the Members of the Company be and is hereby accorded to acquire the Bio Pesticides Business of the E.I.D. Parry (India) Limited together with all its employees as well as assets and liabilities including all concerned licences, permits, consents and approvals whatsoever comprising of manufacturing, marketing and trading in Bio Pesticides Products (“**Bio Pesticides Business**”), as “going concern” and by way of a Slump Sale with effect from April 01, 2018 or such other date as may be agreed to by the Board (“Closing Date”) for a lump sum consideration of Rs.302.61 crore subject to adjustment for change in working capital as on the Closing Date.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including execution of necessary agreement, finalizing the terms and conditions, methods and modes in respect thereof, and to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

Item No.2: To consider and if deemed fit, to pass the following resolution as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and all other applicable statutes, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof), approval of the Members of the Company be and is hereby accorded for acquisition of 776.48 Common stock with par value of \$100 each aggregating to

\$77,648 held by the E.I.D. Parry (India) Limited in Parry America, Inc. USA, constituting 100% of its issued share capital, for a consideration of Rs.35.40 crore.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, and to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

Item No.3: To consider and if deemed fit, to pass the following resolution as an ORDINARY RESOLUTION

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, and all other applicable statutes, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof), approval of the Members of the Company be and is hereby accorded for appointment of Mr. A Vellayan as Advisor to the Company post his retirement, for a period of five years with effect from the date following the date of his retirement from the Board, on a consolidated fee of Rs.15 lakh per month, plus provision of a car maintained by the Company and reimbursement of travel and other business related expenses incurred by Mr. A Vellayan, at actuals.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including execution of necessary agreements thereof, and to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

By Order of the Board
For Coromandel International Limited

Place: Secunderabad
Date: December 22, 2017

P. Varadarajan
Company Secretary

Notes:

1. The statement pursuant to Section 102(1) of the Act stating all material facts and the reasons thereof for the proposal is annexed herewith.
2. The postal ballot notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, January 19, 2018. The postal ballot notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the postal ballot notice along with postal ballot form are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, January 19, 2018 will be considered for the purpose of voting.

4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by voting by Postal Ballot Form or electronic voting (e-voting). In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
6. Members who have received postal ballot notice by email and who wish to vote through physical postal ballot form and in case a Member is desirous of obtaining a duplicate postal ballot form, he or she may send an email to **einward.ris@karvy.com**. The Registrar and Transfer Agent/Company shall forward the Postal Ballot Form along with postage prepaid self-addressed Business Reply Envelope to the Member.
7. In compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolution through the e-voting facility provided by our Registrar M/s. Karvy Computershare Pvt. Ltd. The instructions for e-voting are annexed to this Notice.
8. A Member cannot exercise his/her vote by proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot notice and form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Friday, February 23, 2018 (5 PM IST). The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/ speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on Friday, February 23, 2018, it will be considered that no reply has been received from the Member.
10. The Scrutiniser will submit his report to the Chairman / any other Director after completion of scrutiny and the results of the Postal Ballot will be announced at 3 p.m. on Saturday, February 24, 2018.

Statement pursuant to the Section 102 of the Companies Act, 2013

Item Nos: 1 & 2:

Coromandel International Ltd (Company) is the second largest Phosphatic fertiliser player in India, and has been in the business of Fertilisers, Specialty Nutrients, Crop Protection and Rural Retail. It manufactures a wide range of fertilisers, making it a leader in its addressable markets. The Company has also introduced a range of Specialty Nutrient products comprising of water soluble fertilisers and micro nutrients. The Company is also a pioneer in marketing Organic Fertilisers. The crop protection business of the Company has wide range of technicals and formulations which is also exported to various countries.

The Company's holding company, E.I.D Parry (India) Limited (E.I.D. Parry) is engaged in the Bio Pesticides Business, manufacturing, distribution and sale of various Bio Pesticide Products. E.I.D. Parry is among the world leaders in neem based bio-pesticides with the Neemazal brand, holding a distinctive presence both in India and overseas markets. The manufacturing facility of the Bio-Pesticides Products for the extraction of pure Azadirachtin is located at Thyagavalli, in the State of Tamil Nadu. It manufactures Azadirachtin using technology sourced from M/ s Trifolio, Germany and the business has improved over a period of time. The business has an R&D unit which has carried out extensive study and have made significant progress on Bio-stimulants, Microbials and household pesticide segment for domestic and global markets. It has registered its products in India and in USA and Canada. Further, its products are registered in various countries through its channel partners.

Parry America Inc. USA, a wholly owned subsidiary of the E.I.D Parry is situated in USA, is also in the Bio Pesticides Business, which imports from E.I.D. Parry and markets the bio pesticides products in US, Brazil and other countries. Consequent to the proposal to acquire the Bio Pesticides Business from E.I.D. Parry, the shares of Parry America Inc. USA, is also proposed to be acquired by the Company.

For the Financial year 2016-17, the Bio-Pesticides Business, including Parry America Inc., reported a consolidated turnover of Rs. 123 crores (2015-16: Rs. 107 crores) and consolidated operating profit of Rs. 24 crores (2015-16: Rs. 32 crores).

The proposed acquisition is part of the strategic plan of the Company to expand its Crop Protection business. With Organic movement gathering momentum in recent times, need for natural/microbial pest control solutions have been gaining traction.

The acquisition would enable the Company to gain entry to this segment, provide access to the developed markets of US & Europe, enhance its presence globally addressing multiple crop and consumer segments and provide integrated pest management solutions. Further, complementary market presence in both Indian and Global markets provides opportunity for both chemical and bio-pesticides business to grow and the Company would further strengthen its position in the crop protection segment. Combined R&D capabilities of both the businesses with diverse specialization on Agro Chemicals and Biologicals would help in delivering new products which can offer unique positioning in the market.

The valuation of the Bio-Pesticides business of E.I.D. Parry and the shares of Parry America Inc., USA, (PAI) are based upon the joint valuation report of SSPA & Co and Rajendra & Co, Chartered Accountants. The Audit Committee of the Board considered the proposal including the valuation report and recommended it to the Board and the Board based upon the recommendation of the Audit Committee, accepted the valuation of the acquisition of the Bio Pesticides business and shares of Parry America Inc. USA, at Rs.302.61 crore and Rs.35.40 crore, respectively. The Board at its meeting held on December 22, 2017, approved the acquisition of Bio Pesticides business together with all its employees as well as assets and liabilities including all concerned licences, permits, consents and approvals whatsoever as a "going concern" and by way of a Slump Sale for a lump sum consideration of Rs.302.61 crore, subject to adjustment for change in working capital (In the valuation the working capital has been estimated at Rs.70.48 crore) with effect from April 01, 2018, and 776.48 Common Stock with par value of \$ 100 each aggregating to \$77648 being 100% issued capital of Parry America Inc., USA, for a consideration of Rs.35.40 crore from E.I.D. Parry, subject to approval of shareholders.

The proposed acquisition of the Bio-Pesticides Business and the shares of Parry America Inc., USA, will be in conformity with all the applicable laws and regulations. The services of concerned employees engaged in the Bio-Pesticides Business would also be transferred with continuity of service and terms and conditions of service no less favourable than existing today.

As per the provisions of Section 188 (1) (b) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Power) Rules, 2014, a company shall not enter into any contract or arrangement with a related party with respect to selling or otherwise disposing of, or buying, property of any kind exceeding 10% of the net worth of the Company or Rupees one hundred crore, whichever is lower except with the prior approval of the shareholders by way of an ordinary resolution. The said limits applies to transactions or transactions to be entered into either individually or taken together with the previous transactions during a financial year. Since in terms of Section 2 (76) of the Companies Act, 2013, a Holding company is a related party, the proposed Transaction is a related party transaction under Section 188 of the Act. The Company is accordingly proposing this resolution for the consideration and approval of the Members through Postal Ballot/E-voting for passing the Ordinary Resolution as set out in the above Notice.

Salient features of acquisition are as under:

- a) The proposed acquisition and transfer will be effective April 01, 2018 or such other date as may be agreed to by the Board.
- b) E.I.D Parry shall transfer the Bio Pesticides Business together with its R & D unit and captive plantations, by way of a Slump Sale for a lump sum consideration of Rs.302.61 crore (subject to adjustment for change in working capital as on the Closing Date) and the shares held by it in Parry America Inc. USA for a lump sum consideration of Rs.35.40 crore.
- c) The Purchase Consideration shall be payable by the Company upon the receipt of approval of the Members of the Company and such regulatory approvals as may be required and upon fulfilment of certain other conditions precedent set by the Company and E.I.D. Parry, on a date mutually agreed between the Company and E.I.D. Parry.
- d) The transfer of Bio Pesticides Business by E.I.D. Parry includes transfer of all assets (including land and building, plant and equipment, intellectual property rights, contracts, inventory etc.), liabilities and employees of the Bio-Pesticides Business.

The Board is of the opinion that the aforesaid Resolutions are in the best interest of the Company and its shareholders and hence, recommends the Resolutions for your approval.

The relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection of the Members in physical or in electronic form at the Registered Office of the Company from the date of dispatch of the Postal Ballot Notice till February 23, 2018 between 10:00 a.m. to 1:00 p.m. on all working days (except Saturdays, Sundays and public holidays).

Mr. A. Vellayan, Chairman and Mr. V. Ravichandran, Vice Chairman, are on the Boards of the Company and also E.I.D. Parry (India) Limited. None of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives are concerned or interested in this Resolution except to the extent of their respective shareholding, if any, in the Company or E.I.D. Parry (India) Ltd.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

(a) **Name of the Related Party** – E.I.D Parry (India) Limited

(b) **Name of the Director or Key Managerial Personnel who is related, if any** – None.

(c) **Nature of Relationship** – Holding Company

(d) **Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement** –

Item No 1	Item No 2
The proposed transaction involves acquisition of the Bio Pesticides Business of E.I.D Parry (India) Limited with effect from April 01, 2018 or such other date approved by the Board, (the Closing Date) as “going concern” and by way of a Slump Sale for a lump sum consideration of Rs.302.61 crore, subject to adjustment for change in working capital as on the Closing Date.	The proposed transaction involves acquisition of 776.48 Common stock with par value of \$100 each aggregating to \$77,648 held by the E.I.D. Parry (India) Limited in Parry America, Inc. USA, constituting 100% of its issued share capital, for a consideration of Rs.35.40 crore.

(e) **Any other information relevant or important for the members to take a decision on the proposed resolution:-**

All relevant information have been set out in the Explanatory Statement under Section 102(1) of the Companies Act, 2013, in the foregoing paragraphs.

You are requested to communicate your assent or dissent for the aforesaid proposals, in accordance with the instructions set out herein.

Item No.3

Mr. A Vellayan, Chairman, at the Board Meeting held on December 22, 2017 expressed his desire to step down and retire as Chairman/Director of the Board at the conclusion of the next Board Meeting scheduled to be held on January 31, 2018, as he would be attaining the age of 65 in January 2018. Given his deep business insight on agro inputs industry, his association with industry bodies and associations, policy advocacy with various government bodies/institutions, and dealing with global players in the industry, the Board requested him to consider and continue his association with the Company and provide his valuable guidance and also assist the Company in its growth and expansion, post his retirement. Mr. A Vellayan has accepted the same and agreed to continue providing his guidance and support to the Company post his retirement also, as desired by the Board.

Thereafter, the Board at said meeting, taking into account the recommendation of the Audit Committee, and subject to approval of the shareholders, had approved appointment of Mr. A Vellayan as Advisor to the Company for a period of five years with effect from the date following the date of his retirement from the Board, on a consolidated fee of Rs.15 lakh per month, plus provision of a car maintained by the Company and reimbursement of travel and other business related expenses incurred by Mr. A Vellayan, at actuals.

The Company is proposing this resolutions for the consideration and approval of the shareholders, through Postal Ballot/E-voting for passing it as an Ordinary Resolution as set out in the above Notice.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and its shareholders and hence, recommends the Resolution for your approval.

Except Mr. A. Vellayan, Chairman, none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested in this Resolution.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

- (a) **Name of the Related Party** – Mr. A Vellayan
- (b) **Name of the Director or Key Managerial Personnel who is related, if any** – Mr. A Vellayan
- (c) **Nature of Relationship** – Director
- (d) **Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement** – The appointment is for a period of five years from the date following the date of his retirement from the Board. Mr. A Vellayan as Advisor would be paid fee of Rs.15 lakh per month, plus provision of a car maintained by the Company and reimbursement of travel and other business related expenses incurred by Mr. A Vellayan, at actuals
- (e) **Any other information relevant or important for the members to take a decision on the proposed resolution:-**
All relevant information have been set out in the Explanatory Statement under Section 102(1) of the Companies Act, 2013, in the foregoing paragraphs

You are requested to communicate your assent or dissent for the aforesaid proposal, in accordance with the instructions set out herein.

By Order of the Board
For Coromandel International Limited

Place: Secunderabad
Date : December 22, 2017

P. Varadarajan
Company Secretary

Encl:

- 1) Postal Ballot Form
- 2) Postage pre-paid self-addressed business reply envelope

Voting through electronic means (e-voting)

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the postal ballot notice. The Company has engaged the services of M/s. Karvy Computershare Private Limited (Karvy) to provide the e-voting facility.

The Company has appointed Mr. R Sridharan of M/s. R Sridharan & Associates, as the scrutinizer for conducting the e-voting process in a fair and transparent manner. The e-voting rights of the members/ beneficial owners shall be reckoned on the equity shares held by them as on Friday, January 19, 2018.

The e-voting facility **begins on Thursday, January 25, 2018 (9.00 a.m. IST) and ends on Friday, February 23, 2018 (5.00 p.m. IST)**. During this period Members holding shares in either physical form or electronic form as on January 19, 2018 can avail the e-voting facility. The e-voting will not be allowed beyond the date and time stated above and the e-voting module will be disabled by Karvy upon expiry of the aforesaid period. Once the vote on a Resolution is cast by the Member, he/she will not be allowed to change it subsequently.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/ Depository Participants(s)]:
 - i. Launch internet browser by typing the URL:<https://www.evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password).In case of physical folio, User ID will be Event number 3667 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on 'LOGIN'.
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select e-voting event i.e., Coromandel International Limited. Now you are ready for e-voting as 'cast vote' page opens.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR/AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR/AGAINST' taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may cast your vote by selecting an appropriate option and click on 'Submit'.
 - xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authorisation Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the scrutiniser at rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Coromandel-Postal Ballot 2018".
- B. Members holding shares in dematerialised form whose e-mail IDs are not registered with the Company/DPs and members holding shares in physical form:
 - i. E-Voting Event Number - 3667 (EVEN), User ID and Password is provided in the Postal Ballot Notice
 - ii. Please follow all steps from sl. no. (i) to sl. no. (xii) above to cast your vote by electronic means.

Other Instructions:

- i. In case of any queries, you may refer Help & FAQ section of Karvy at <https://evoting.karvy.com> or call Karvy on +91 40 67161616 & Toll Free No.1800 3454 001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut off date of January 19, 2018.
- iv. The scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes in presence of at least two witnesses not in the employment of the Company and make consolidated scrutinizer's report of the votes cast in favour or against.
- v. Results will be declared at the Registered Office of the Company on Saturday, February 24, 2018 at 3.00 P.M. and after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.coromandel.biz and on the website of Karvy at <https://evoting.karvy.com>, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same on their website.

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the sole/ first named Member :

2. Name(s) of the joint Member(s) if any :

3. Registered Folio No*/DP ID No./ Client ID No. :
(*Applicable to member(s) holding Shares in physical form)

4. Number of Equity Shares held :

I/We hereby exercise my/our votes in respect of the following Ordinary Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company dated December 22, 2017 by conveying my/our assent or dissent to the said Resolution by placing a Tick mark (✓) at the appropriate boxes below:

Sl.No	Description	No. of Equity Shares held	I/We assent (agree) to the Resolution (vote For)	I/We dissent (disagree) to the Resolution (vote Against)
1.	Approval for acquisition of the Bio Pesticides Business of E.I.D. Parry (India) Limited, on a going concern basis, by way of a Slump Sale for a consideration of Rs.302.61 crore, subject to adjustment for working capital as on the Closing Date.			
2.	Approval for acquisition of 776.48 Common stock with par value of \$100 each aggregating to \$77,648 held by the E.I.D. Parry (India) Limited. in Parry America, Inc. USA, constituting 100% of its issued share capital, for a consideration of Rs.35.40 crore.			
3.	Approval for appointment of Mr. A Vellayan as Advisor to the Company for a period of five years with effect from the date following the date of his retirement from the Board.			

Place :

Date :

{Signature of the Member}

#E-mail ID: _____

#To be provided by Members holding equity shares in physical form.

Please send the postal ballot form in the Envelope enclosed herewith.

Note: Please read the instructions given overleaf and in the Notes to the Postal Ballot Notice dated December 22, 2017 carefully before exercising your vote.

----- ✂ ----- ✂ -----

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

INSTRUCTIONS

Kindly note that Members can opt for only one mode of voting i.e. either physical voting using ballot form or e-voting. If you opt to vote using the physical ballot form, then please do not cast your vote by e-voting and vice versa. In case, Member(s) cast their vote in both the modes i.e. physical ballot form as well as e-voting, then voting done through e-voting shall prevail and physical ballot form of that Member shall be treated as invalid.

(A) Process and manner for Members opting for physical ballot:

1. A Member desiring to exercise his/her vote using physical ballot form may complete this form and send it to the Scrutiniser in the enclosed self-addressed pre-paid Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots form(s), if deposited in person or sent by courier/registered post at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutiniser appointed by the Company.
3. The postal ballot form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named Member and in his /her absence, by the next named Member. Unsigned/incorrect postal ballot form will be rejected. The Scrutiniser's decision on the validity of a postal ballot will be final and binding.
4. In case of companies, trusts etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board resolution/Authority to the person voting on the postal ballot form.
5. There will be only one postal ballot form for every folio/client ID irrespective of the number of joint holder(s). A Member is not entitled to appoint a proxy to vote in his/her behalf by postal ballot.
6. **Duly completed postal ballot form(s) should reach the Scrutiniser not later than 5 p.m. on Friday, February 23, 2018. Postal ballot form(s) received after this date will be strictly treated as if the reply from such Member has not been received.**
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on January 19, 2018.
8. In case Power of Attorney holders sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form.
9. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutiniser and the Company will not be able to act on the same.

The Company is pleased to offer e-voting facility, for all the Members, to enable them to cast their votes electronically instead of physical postal ballot forms.

(B) Process and manner for Members opting for e-voting:

Members opting for e-voting are requested to follow the procedure as recommended by M/s. Karvy Computershare Private Limited, the e-voting agency appointed for this purpose, as stated in the Postal Ballot Notice.
