

February 24, 2018

Coromandel International Limited

'Coromandel House', 1-2-10, Sardar Patel Road,
Secunderabad - 500 003, Telangana, India.
Tel: 91-40-2784 2034 / 2784 7212 Fax: 91-40-2784 4117
E-mail: mail@coromandel.murugappa.com
CIN: L24120TG1961PLC000892
Website: www.coromandel.biz

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 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

We refer our letter dated January 25, 2018, informing you that the Company has dispatched the Postal Ballot Notice to the shareholders of the Company for seeking their approval for following businesses:

Item No.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 change in working capital as on the Closing Date.

Item No.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.

Item No.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.

All the three resolutions mentioned in the aforesaid Postal Ballot Notice are deemed to have been approved and passed on February 23, 2018 being the last date fixed for receipt of the postal ballot forms/e-voting.

In this connection, we enclose a statement of Voting Results on Postal Ballot (including e-voting) along with the Report of Scrutinisers for your information.

The voting results along with the Scrutinizer's Report will also be made available on the website of the Company www.coromandel.biz and on the Karvy's website www.evoting.karvy.com (e-voting service provider).

Kindly acknowledge the receipt of the same.

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

Postal Ballot Results is given as under:

Date of the Postal Ballot	Notice dated December 22, 2017 Voting start date: January 25, 2018 and Voting end date :February 23, 2018 Last date of receipt of Postal Ballot Form by Scrutinizer was 5:00 p.m. February 23, 2018
Total number of shareholders on record date	59,491
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

The mode of voting for all resolutions included:

- E-voting conducted between Thursday, January 25, 2018 (9.00 a.m. IST) to Friday, February 23, 2018 (5.00 p.m. IST) and
- Voting through physical Postal Ballot, wherein last date of receipt of Postal Ballot Form by Scrutinizer was 5:00 p.m. February 23, 2018.



Below is the resolution wise combined results of Postal Ballot including e-voting:

Item No.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 change in working capital as on the Closing Date.

Resolution required: (Ordinary/ Special)	Ordinary Resolution							
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	180,719,517	3,364,524	1.8617	3,364,524	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
	Total		3,364,524	1.8617	3,364,524	0	100.0000	0.0000
Public- Institutions	E-Voting	46,175,995	37,826,649	81.9184	37,826,649	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
	Total		37,826,649	81.9184	37,826,649	0	100.0000	0.0000
Public- Non Institutions	E-Voting	65,349,777	330,232	0.5053	330,202	30	99.9909	0.0091
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		4,928,931	7.5424	4,928,268	663	99.9865	0.0135
	Total		5,259,163	8.0477	5,258,470	693	99.9868	0.0132
Total		292,245,289	46,450,336	15.8943	46,449,643	693	99.9985	0.0015



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Item No.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.

Resolution required: (Ordinary/ Special)	Ordinary Resolution							
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	18,07,19,517	33,64,524	1.8617	33,64,524	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,64,524	1.8617	33,64,524		100.0000	0.0000
Public- Institutions	E-Voting	4,61,75,995	3,78,26,649	81.9184	3,78,26,649	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,78,26,649	81.9184	3,78,26,649	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6,53,49,777	3,30,232	0.5053	3,30,193	39	99.9882	0.0118
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		49,28,931	7.5424	49,27,938	993	99.9799	0.0201
	Total		5,259,163	8.0477	5,258,131	1,032	99.9804	0.0196
Total		29,22,45,289	4,64,50,336	15.8943	4,64,49,304	1,032	99.9978	0.0022



Quaradana

Item No.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.

Resolution required: (Ordinary/ Special)	Ordinary Resolution							
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	18,07,19,517	18,04,01,594	99.8241	18,04,01,594	0	100.0000	0.0000
	Poll		0	0.0000	-	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	-	0	0.0000	0.0000
	Total		18,04,01,594	99.8241	18,04,01,594	0	100.0000	0.0000
Public- Institutions	E-Voting	4,61,75,995	3,58,13,305	77.5583	2,81,10,789	77,02,516	78.4925	21.5074
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,58,13,305	77.5583	2,81,10,789	77,02,516	78.4925	21.5074
Public- Non Institutions	E-Voting	6,53,49,777	1,37,05,548	20.9726	1,37,05,383	165	99.9988	0.0012
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		49,28,931	7.5424	49,28,438	493	99.9900	0.0100
	Total		1,37,05,548	28.5150	1,37,05,383	658	99.9965	0.0035
Total		29,22,45,289	23,48,49,378	80.3604	22,71,46,204	77,03,174	96.7200	3.2800



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As per the results of Postal Ballot including e-voting, Resolution No. 1 to 3 as mentioned above, have been passed as Ordinary Resolutions with the requisite majority by the shareholders of the Company.

For Coromandel International Limited



P. Varadarajan
Company Secretary



23rd February, 2018

The 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 resolution passed by the Board of Directors of **Coromandel International Limited** on 22nd December, 2017, we have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers and e-voting in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
<p>Section 188 of the Companies Act, 2013</p>	<p>ORDINARY RESOLUTION</p> <p>"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.</p> <p>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.</p>



	<p>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."</p>
<p>Section 188 of the Companies Act, 2013</p>	<p>ORDINARY RESOLUTION</p> <p>"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.</p> <p>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.</p> <p>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."</p>
<p>Section 188 of the Companies Act, 2013</p>	<p>ORDINARY RESOLUTION</p> <p>"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.</p>





	<p>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.</p> <p>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."</p>
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WE REPORT that the Postal ballot notice dated 22nd December, 2017 under Section 110 of the Companies Act, 2013, ("the Act") (along with the Statement pursuant to Section 102 of the Act and Postal Ballot Form) was issued individually to all the members and the notices were despatched by Physical mode and Electronic mode through E-mails for those members who have provided e-mail ids on 24th January, 2018.

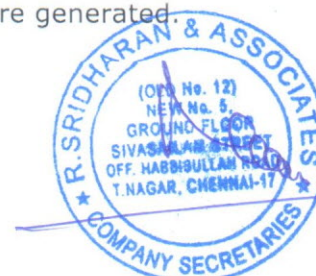
We report that as stated in the notice sent to the members, the Company had fixed 23rd February, 2018 as the last date for receipt of Postal Ballots and E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' and "**ANDHRA PRABHA**" in vernacular language 'Telugu' on 25th January, 2018 informing about the despatch of the Postal Ballot forms, E-Voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and E-Voting particulars from the members during the period starting from **25th January, 2018 (9:00 a.m. IST)** to **23rd February, 2018 (5:00 p.m. IST)**. Karvy Computershare Private Limited had unblocked the members who had exercised the votes through e-voting after 5.00 P.M. on Friday, 23rd February, 2018.

All the Postal Ballot forms and E-Voting particulars received upto the closure of working hours (**5:00 p.m. IST**) on Friday, 23rd February, 2018, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregated to 1410 (One thousand four hundred and ten only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot forms and E-Voting particulars 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 the ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.

The ballot papers, which were found defective have been treated as invalid and kept separately.

We report that out of **59491** Shareholders, we have received valid polled Ballot forms and E-Voting from **421** Shareholders and the details of voting results are given below:

Voting Period	25th January, 2018 (9:00 a.m. IST) to 23rd February, 2018 (5:00 p.m. IST)		
Total No. of Shareholders	59491		
Total No. of Shares	292245289		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	188	245	433
Less: Invalid Forms*	10	2	12
Net Valid Forms	178	243	421

**Invalid Postal Ballot was not taken into account for the voting.*

ITEM 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 change in working capital as on the Closing Date. (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) – Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
240	41521375	175	4928268	46449643	99.9985

(ii) Votes **against** the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) – Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
1	30	3	663	693	0.0015





(iii) Invalid Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
2	506932	10	98565	605497

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 under Section 188 of the Companies Act, 2013, with regard to Item 1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM 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(Ordinary Resolution).

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
239	41521366	174	4927938	46449304	99.9978

(ii) Votes against the resolution:

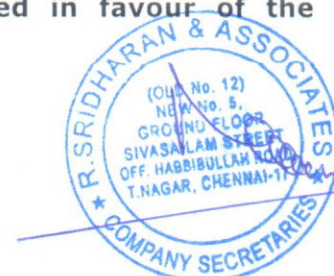
Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
2	39	4	993	1032	0.0022

(iii) Invalid Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
2	506932	10	98565	605497

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 under Section 188 of the Companies Act, 2013, 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 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 (Ordinary Resolution).

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
163	222217766	174	4928438	227146204	96.72

(ii) Votes **against** the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
75	7702681	4	493	7703174	3.28

(iii) **Invalid** Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) -E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
2	506932	10	98565	605497

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 under Section 188 of the Companies Act, 2013, 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 22nd December, 2017 approved by the Board of Directors on 22nd December, 2017 the Managing Director or Company Secretary of the Company may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolutions referred to herein on Saturday, 24th February, 2018 at 3.00 p.m. at the Registered Office of the Company. The results of the postal ballot will also be displayed at the registered office of the Company 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 Exchanges where the Company's shares are





listed. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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 postal ballot papers including voting by electronic means, 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

CS R SRIDHARAN

FCS No. 4775

C P No. 3239

Place: Chennai

Encl.: a/a

