

July 28, 2018

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

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

Dear Sirs,

**Scrip code: COROMANDEL/506395**

**Sub: Scrutinizers' consolidated report on Remote e-voting and Voting for the 56<sup>th</sup> Annual General Meeting**

We enclose the Scrutinizers' Consolidated Report on e-voting at AGM Venue and remote e-voting on businesses transacted at 56<sup>th</sup> Annual General Meeting of the Company which was held on July 27, 2018.

Kindly take the same on your record.

Thanking you,

Yours faithfully,  
For Coromandel International Limited



P. Varadarajan  
Company Secretary

**Consolidated Scrutinizer's Report**

28<sup>th</sup> July, 2018

The Chairman  
**Coromandel International Limited,**  
Coromandel House"  
1-2-10, Sardar Patel Road,  
Secunderabad - 500 003

**Ref: 56<sup>th</sup> Annual General Meeting (AGM) of the members of the Company**

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

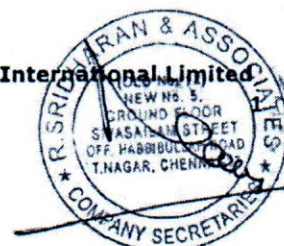
The Board of Directors of **Coromandel International Limited** vide resolution dated 24<sup>th</sup> April, 2018, pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and Rule 21 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process held between Tuesday, July 24, 2018 (9.00 AM) (IST) to Thursday, July 26, 2018 (5.00 PM) (IST) and to conduct the voting process through electronic voting system (Insta Poll) relating to the resolutions set out in the notice of the 56<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Friday, 27<sup>th</sup> July, 2018 at 10.30 a.m. (IST) at Hotel Minerva Grand, S D Road, Secunderabad - 500 003. The shareholders of the Company as on the "cut off" date i.e. Friday, 20<sup>th</sup> July, 2018 were entitled to vote as set out in the notice of the AGM.

We now submit our consolidated Report as under:

1. The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) from M/s Karvy Computershare Private Limited for enabling the members to cast their vote under the provisions of the said Sections and the Rules made there under.
2. We have scrutinized and reviewed the remote e-voting system, electronic voting system at the AGM Venue (Insta Poll) at the conclusion of AGM. We had unblocked the members who had exercised the votes through remote e-voting after 5.00 P.M. on July, 26, 2018. Further, we have unblocked the votes cast by the members at the AGM venue through electronic voting system (Insta Poll) in the presence of Mr. K Satheesh and Mr. M Sathyanarayanan, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and voting at the AGM venue (Insta Poll) are based on the data downloaded from the official website of M/s Karvy Computershare Private Limited.
3. Based on the data downloaded from the Official website of M/s Karvy Computershare Private Limited for the remote E-Voting system and on the basis of the report furnished to us by them on the electronic voting system (Insta Poll) conducted at the AGM Venue, we now submit our consolidated report (Remote E-Voting, Electronic Voting System (Insta Poll)) as under:

56<sup>th</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT

Coromandel International Limited







**Item No. 1 - Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2018, together with the Auditor's report thereon and Reports of the Board of Directors. (Ordinary Resolution)**

(i) Votes in favour of the resolution:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
225	218819099	174	28428	218847527	99.99986

(ii) Votes against the resolution:

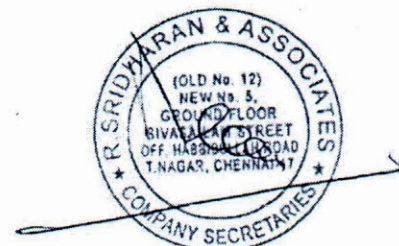
Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
0	0	2	310	310	0.00014

(iii) Invalid Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
12	551077	0	0	551077

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.







**Item No. 2 - Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2018 together with the Report of the Auditors thereon. (Ordinary Resolution)**

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

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>225</b>	<b>218819099</b>	<b>174</b>	<b>28428</b>	<b>218847527</b>	<b>99.99986</b>

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

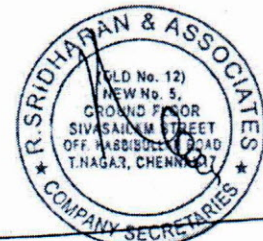
Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>0</b>	<b>0</b>	<b>2</b>	<b>310</b>	<b>310</b>	<b>0.00014</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
<b>12</b>	<b>551077</b>	<b>0</b>	<b>0</b>	<b>551077</b>

**RESULT:**

As the number of votes cast in favour of the resolution exceeds 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 the AGM is passed with requisite majority.





**Item No. 3 – Confirmation of interim dividend paid on equity shares and approval of final dividend for the year ended 31 March, 2018 (Ordinary Resolution)**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
227	230973637	174	28428	231002065	99.99987

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

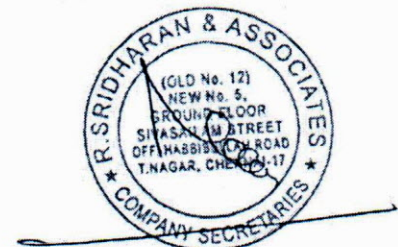
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
0	0	2	310	310	0.00013

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
12	551077	0	0	551077

**RESULT:**

As the number of votes cast in favour of the resolution exceeds 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 the AGM is passed with requisite majority.







**Item No. 4 – Re-appointment of Mr. M M Venkatachalam (DIN: 00152619), Director retiring by Rotation (Ordinary Resolution)**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>168</b>	<b>221025542</b>	<b>174</b>	<b>28428</b>	<b>221053970</b>	<b>95.69338</b>

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

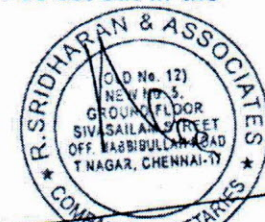
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>59</b>	<b>9948095</b>	<b>2</b>	<b>310</b>	<b>9948405</b>	<b>4.30662</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>12</b>	<b>551077</b>	<b>0</b>	<b>0</b>	<b>551077</b>

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.







**Item No. 5 – Ratification of appointment of M/s. Deloitte, Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) as Statutory Auditors (Ordinary Resolution)**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
225	230964171	174	28428	230992599	99.99577

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

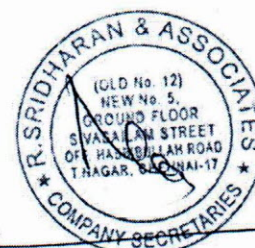
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
2	9466	2	310	9776	0.00423

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
12	551077	0	0	551077

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.







**Item No. 6 – Appointment of Mr. M M Murugappan (DIN: 00170478) as a Director of the company (Ordinary Resolution)**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
171	224546801	174	28428	224575229	97.21771

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

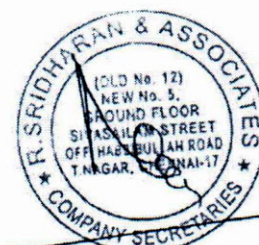
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
56	6426836	2	310	6427146	2.78229

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
12	551077	0	0	551077

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.







**Item No. 7 – Ratification of payment of Remuneration to Cost Auditors for the year 2018 - 19. (Ordinary Resolution)**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>227</b>	<b>230973637</b>	<b>174</b>	<b>28428</b>	<b>231002065</b>	<b>99.99987</b>

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

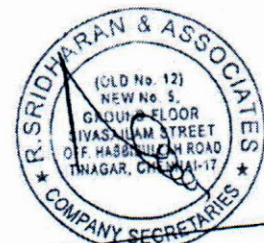
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>0</b>	<b>0</b>	<b>2</b>	<b>310</b>	<b>310</b>	<b>0.00013</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
<b>12</b>	<b>551077</b>	<b>0</b>	<b>0</b>	<b>551077</b>

**RESULT:**

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.



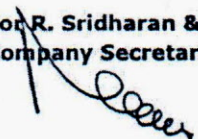


4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

5. The electronic data relating to remote e-voting and electronic voting system (Insta Poll) and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,  
Yours faithfully,

For **R. Sridharan & Associates**  
Company Secretaries

  
**CS R. Sridharan**  
CP No. 3239  
FCS No. 4775  
UIN: S2003TN063400

