

NOTICE

Notice is hereby given that the Fifty Fourth Annual General Meeting of the Members of Coromandel International Limited will be held on Tuesday, July 26, 2016 at 10.30 AM at Hotel Minerva Grand, SD Road, Secunderabad-500003, to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
 - a) The Audited Financial Statements of the Company for the financial year ended March 31, 2016, the Report of the Board of Directors and the Report of the Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon

2. To declare a dividend for the year ended March 31, 2016.

3. To appoint a Director in place of Mr. A Vellayan (DIN 00148891), who retires by rotation and being eligible, offers himself for re-appointment and in this connection to consider and if deemed fit, to pass the following Resolutions as an **Ordinary Resolution**:

"RESOLVED THAT Mr. A Vellayan, having DIN 00148891 be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To ratify appointment of M/s. Deloitte Haskins & Sells, as Auditors of the Company for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and in this connection, to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other Rules framed thereunder, as amended from time to time, the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 0080725) as Auditors of the Company for a period of 5 consecutive years, made at the Fifty Second Annual General Meeting (AGM), be and is hereby ratified for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of ₹ 55 Lakhs (Rupees Fifty Five Lakhs) plus reimbursement of out of pocket expenses and applicable taxes and the Board of Directors of the Company are hereby authorised to pay such increased audit fee as they may deem fit."

Special Business

5. To appoint a Director in place of Mr. Sumit Bose who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being eligible, offers himself for appointment and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, Mr. Sumit Bose, having DIN 03340616, be and is hereby appointed as

an Independent Director of the Company to hold office for a period of five years, not liable to retire by rotation."

6. To appoint a Director in place of Mr. Sameer Goel who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being eligible, offers himself for appointment and in this regard, to consider and thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sameer Goel, having DIN 07298938, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

7. To approve appointment of Mr. Sameer Goel as Managing Director of the Company, for a period of five years w.e.f. October 1, 2015 and in this connection, to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Article 130 of the Articles of Association of the Company and the provisions of Sections 196, 197, 198, 203 and all other related and applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for appointment of Mr. Sameer Goel as the Managing Director of the Company for a period of five years from October 1, 2015 to September 30, 2020.

RESOLVED FURTHER THAT Mr. Sameer Goel, Managing Director, be paid remuneration by way of salary, allowances, incentive and perquisites, subject to a maximum limit of 5% of the net profits of the Company, as determined by the Nomination and Remuneration Committee and approved by the Board, for each of the financial year computed as per the provisions of Section 198 of the Act read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), with effect from October 1, 2015.

RESOLVED FURTHER THAT within the maximum limit of 5% of the net profits of the Company, Mr. Sameer Goel be paid the following remuneration with effect from October 1, 2015.

i)	Salary	₹ 8,50,000/- p.m. Increments as may decided by the Nomination and Remuneration Committee, from time to time.
ii)	Allowances and Perquisites	Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance and/or any other allowance as determined by the Nomination and Remuneration Committee.
iii)	Incentive	As may be determined by the Nomination and Remuneration Committee, based on the achievement of the performance parameters laid down.

iv)	Retirement Benefits	i. Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved scheme of the Company in force from time to time. ii. Encashment of leave as per rules of the Company in force
v)	ESOP	Grant of stock options under the Company's ESOP Scheme as may be determined by the Nomination and Remuneration Committee, from time to time.

General

- (i) Perquisites shall include provision of furnished/unfurnished accommodation, personal accident insurance, reimbursement of medical expenses incurred for self and family, club subscription, provision of cars as per the rules of the Company in force from time to time and any other perquisites, benefits, amenities as may be decided from time to time and approved by the Nomination and Remuneration Committee.
- (ii) Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.
- (iii) Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.
- (iv) Mr. Sameer Goel, Managing Director will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- (v) Mr. Sameer Goel, Managing Director will be subject to all other service conditions as applicable to any other senior management employee of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mr. Sameer Goel, Managing Director as may be determined by the Board or Nomination and Remuneration Committee, shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 2013 and rules made there under or any statutory modification or re-enactment thereof."

8. To approve appointment of Mr. S Govindarajan as Manager of the Company, for a period of two months w.e.f. August 1, 2015 and in this connection, to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other related and applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, (including any statutory modification(s) or re-

enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for appointment of Mr. S Govindarajan as the Manager of the Company for a period of two months w.e.f. August 1, 2015 to September 30, 2015.

RESOLVED FURTHER THAT Mr. S Govindarajan, Manager, be paid remuneration by way of salary, allowances, incentive and perquisites, subject to a maximum limit of 5% of the net profits of the Company, as determined by the Nomination and Remuneration Committee and approved by the Board, for each of the financial year computed as per the provisions of Section 198 of the Act read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), with effect from August 1, 2015.

RESOLVED FURTHER THAT within the maximum limit of 5% of the net profits of the Company, Mr. S Govindarajan be paid the following remuneration with effect from August 1, 2015.

i)	Salary	₹ 2,68,275/- per month.
ii)	Allowances and Perquisites	House Rent Allowance: ₹ 1,60,965/- per month Special Allowance: ₹ 1,15,580/- per month. Such other allowance as may be determined by the Nomination and Remuneration Committee
iii)	Incentive	₹ 23,04,800/- per year at 100% level, and actual amount based on performance to be determined by the Nomination and Remuneration Committee for each year.
iv)	Retirement Benefits	i. Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved scheme of the Company in force from time to time. ii. Encashment of leave as per rules of the Company in force
v)	ESOP	Grant of stock options under the Company's ESOP Scheme as may be determined by the Nomination and Remuneration Committee, from time to time.

General

- a. Perquisites shall include provision of personal accident insurance, reimbursement of medical expenses incurred for self and family, club subscription, provision of cars as per the rules of the Company in force from time to time and any other perquisites, benefits, amenities as applicable to Senior Management Staff of the Company from time to time.
- b. Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes) the perquisites shall be valued as per Income Tax Rules.
- c. Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.

- d. Mr. S. Govindarajan would be subject to all other service conditions as applicable to any other employee of the Company in that cadre.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. S. Govindarajan as Manager, the remuneration by way of salary, perquisites, special allowance, benefits, amenities and facilities shall not, unless approved by the Central Government, exceed the limits prescribed under the Companies Act, 2013 and rules made there under or any statutory modifications or re-enactment thereof."

9. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2017 and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the statement hereunder:

Name of the Cost Auditor	Unit/Area of the Audit	Audit Fees payable*
Mr. V Kalyanaraman	All units of the Company at Visakhapatnam, Kakinada, Ennore, Ranipet (pesticides), Ankleshwar and Jammu	₹ 7 Lacs
Ms. Jyothi Satish	All units of the Company manufacturing Single Super Phosphate and Pesticides Units at Sarigam and Dahej	₹ 3 Lacs

* Excluding reimbursement of out of pocket expenses and applicable taxes

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For Coromandel International Limited



P Varadarajan
Company Secretary

Registered Office:
"Coromandel House"
1-2-10, Sardar Patel Road
Secunderabad 500 003
Date: April 27, 2016

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the Company.**

The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. Brief profile of Mr. A Vellayan, Mr. Sumit Bose and Mr. Sameer Goel, Directors proposed to be appointed/re-appointed along with names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and their relationship with other directors inter-se are provided in the Report on Corporate Governance forming part of the Annual Report.
4. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, July 16, 2016 to Tuesday, July 26, 2016** (both days inclusive).
6. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act 1956 and the corresponding provision under the Companies Act 2013, the amount of dividend remaining unclaimed up to the interim dividend for the financial year 2008-09 has been transferred, from time to time on due dates, to the Investors Education & Protection Fund. Details of unpaid/unclaimed dividends lying with the Company as on the last Annual General Meeting of the Company is available on the website of the Company.
7. Members/Proxies attending the Meeting are requested to bring the Attendance Slip enclosed with the Annual Report, duly filled in & signed, and hand over the same at the entrance of the meeting hall.
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the concerned Depository Participant by the members.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank

mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Karvy.

10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
11. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with Company or Karvy for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.

14. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and the rules made thereunder and the Listing Regulations, the Company is pleased to provide the members, facility to exercise their right to vote at the 54th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited. The procedure for participating in the e-voting is given below:

E-Voting Instructions:

- A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/ Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number 2389 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 where in 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, email 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 the "EVENT" i.e., Coromandel International Limited.
 - 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. You may also choose the option ABSTAIN. If the share holder 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. Shareholders 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.
 - x. You may then 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 required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) to the Scrutinizer at mrtumuluruk@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 – 54th AGM".
- B. In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company/Depository Participants (s)]
 - (i) **E-Voting Event Number** – 2389 (EVEN), User ID and Password is provided in the Attendance Slip.
 - (ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
 - C. Voting at AGM: The Members, who have not cast their vote electronically, can exercise their voting rights at the AGM. The Company will make necessary arrangements (e-voting/ballot) in this regard at the AGM Venue. Members, who cast their votes by e-voting prior to AGM may attend the AGM, but will not be entitled to cast their votes again.

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 e-voting period commences on **Friday, July 22, 2016 (9.00 a.m. IST)** and ends on **Monday, July 25, 2016 (5.00 p.m. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **July 20, 2016**, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting there after. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. Those who become Members of the Company after despatch of the AGM Notice but on or before **July 20, 2016** (cut-off date) may write to Karvy at evoting@karvy.com or to the Company at investorsgrievance@coromandel.murugappa.com requesting for user ID and password. On receipt of user ID and password, the steps from Sl. Nos. (i) to (vii) mentioned in (A) above should be followed for casting of vote.
- v. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date **July 20, 2016**.
- vi. The Board of Directors has appointed Mr. Tumuluru Krishna Murthy (Membership No. FCS 142 and PCS No. 1293), Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vii. The scrutinizer shall immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- viii. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- ix. Immediately after declaration of voting 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.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act").

ITEM NO. 5

Mr. Sumit Bose was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on March 21, 2016 pursuant to Article 109 of the Articles of Association of the Company and Section 161 of the Act. In terms of the said Section Mr. Sumit Bose holds office only upto the Annual General Meeting of the Company. Further, in terms of Section 149 and 152 read with Schedule IV of the Act, the Board of Directors have reviewed the declaration made by Mr. Sumit Bose that he meets criteria of independence as provided in Section 149(6) of the Act and formed opinion that he fulfills the conditions specified in the Act and rules made thereunder and is independent of the management.

In terms of Section 149 (10) of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company.

In view of above said provisions, the proposal for approval of his appointment as an Independent Director, not liable to retire by rotation, for a period of five years has been proposed for the approval of shareholders.

Notice in writing under Section 160 of the Act, has been received from a Member signifying his intention to propose Mr. Sumit Bose as a Director of the Company along with a deposit of ₹ 1 Lakh as required under the provisions of the said Section of the Act, which will be refunded to the Member if Mr. Sumit Bose is elected as a Director.

Mr. Sumit Bose is interested in the Resolution at this item of the Notice since it relates to his own appointment. The relatives of Mr. Sumit Bose may also be deemed to be interested in the resolution set out at Item No.5 of the Notice, to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, in this resolution.

A brief resume, as required pursuant to Regulation 36 (3) of the Listing Regulation and Secretarial Standards on General Meeting (SS-2), is set out in the "Report on Corporate Governance" appearing at page 76 of the Annual Report.

The Board commends the Ordinary Resolution set out at Item No.5 for approval by shareholders.

ITEM NO.6

Mr. Sameer Goel was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on September 26, 2015 pursuant to Article 109 of the Articles of Association of the Company and Section 161 of the Act. In terms of the said Section, Mr. Sameer Goel holds office only upto this Annual General Meeting of the Company.

In view of above said provisions, the proposal for approval of his appointment as a Director, not liable to retire by rotation, has been proposed for the approval of shareholders.

Notice in writing under Section 160 of the Act, has been received from a Member signifying his intention to propose Mr. Sameer Goel as a Director of the Company along with a deposit of ₹ 1 Lakh as provided in the said Section of the Act, which will be refunded to the Member if Mr. Sameer Goel is elected as a Director.

Mr. Sameer Goel is interested in the Resolution at this item of the Notice since it relates to his own appointment. The relatives of Mr. Sameer Goel may also be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, in this resolution.

A brief resume, as required pursuant to Regulation 36 (3) of the Listing Regulation and Secretarial Standards-2, is set out in the "Report on Corporate Governance" appearing at page 76 of the Annual Report.

The Board commends the Ordinary Resolution set out at Item No.6 for approval by shareholders.

ITEM NO. 7

The Board of Directors at their meeting held on September 26, 2015 have appointed Mr. Sameer Goel as the Managing Director of the Company for a period of 5 years from October 01, 2015 to September 30, 2020. Brief particulars of the terms of appointment and remuneration are given under Item No.7 of this Notice.

In terms of provisions of Section 196, 197 read with Schedule V of the Act, the appointment of Mr. Sameer Goel as the Managing Director needs to be approved by the shareholders at the next general meeting held immediately after his appointment by the Board of Directors.

In view of above said provisions, the proposal for approval of his appointment as a Managing Director, for a period of five years w.e.f. October 01, 2015, has been proposed for the approval of shareholders.

Mr. Sameer Goel is interested in the Resolution at this item of the Notice since it relates to his own appointment. The relatives of Mr. Sameer Goel may also be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, in this resolution.

A brief resume, as required pursuant to Regulation 36 (3) of the Listing Regulation and Secretarial Standards-2, is set out in the "Report on Corporate Governance" appearing at page 76 of the Annual Report.

The Board commends the Ordinary Resolution set out at Item No.7 for approval by shareholders.

ITEM NO.8

The Board of Directors at their meeting held on July 27, 2015 have appointed Mr. S Govindarajan as the Manager of the Company for a period of 2 years from August 01, 2015 to July 31, 2017. However, he resigned from the position of Manager with effect from September 30, 2015. Brief particulars of the terms of appointment and remuneration are given under Item No.8 of this Notice.

In terms of provisions of Section 196, 197 read with Schedule V of the Act, the appointment of Mr. S Govindarajan as the Manager and the Remuneration to be paid to him as a Manager needs to be approved

by the shareholders at the next general meeting held immediately after his appointment by the Board of Director at their meeting.

In view of above said provisions, the proposal for approval of his appointment as the Manager and the remuneration paid to him for a period of two months w.e.f. August 01, 2015, has been proposed for the approval of shareholders.

Mr. S Govindarajan holds a degree of B. Tech in Mechanical Engineering. He is also a Graduate Diploma in Materials Management from Indian Institute of Materials Management. He is associated with Company since 1992 and presently working as Executive Vice President & Head of Commercial in the Company.

None of the other Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, in this resolution.

The Board commends the Ordinary Resolution set out at Item No.8 for approval by shareholders.

ITEM NO.9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 as per the following details:

Name of the Cost Auditor	Unit/Area of the Audit	Audit Fees payable*
Mr. V Kalyanaraman	All units of the Company at Visakhapatnam, Kakinada, Ennore, Ranipet (pesticides), Ankleshwar and Jammu	₹ 7 Lacs
Ms. Jyothi Satish	All units of the Company manufacturing Single Super Phosphate and Pesticides Units at Sarigam & Dahej	₹ 3 Lacs

*Excluding reimbursement of out of pocket expenses and applicable taxes

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The Board commends the Ordinary Resolution set out at Item No.9 for approval by shareholders.

By Order of the Board
For **Coromandel International Limited**



P Varadarajan
Company Secretary

Place: Secunderabad
Date: April 27, 2016