

December 23, 2011

Listing Department  
National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor, Plot No C/1  
G Block, Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051

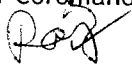
Dear Sir

Further to our letter dated November 23, 2011 communicating the dispatch of the Notice, pursuant to Section 192(A) of the Companies Act, 1956 along with the Postal Ballot Form for transfer/assigning the lease rights on the land leased from Maharashtra Industrial Development Corporation (MIDC) located at Plot No.22/1, TTC Industrial Area, Post Mahape, Navi Mumbai, pursuant to provisions of Section 293(1)(a) of the Companies Act, 1956, to the Members, we wish to communicate that the Scrutinizer had submitted his Report addressed to the Chairman of the Company on December 20, 2011. A copy of the said Report is attached for your information and records.

Dr B V R Mohan Reddy, Director, had today declared the Results of the Postal Ballot Process as per the Scrutinizer's Report and declared the Ordinary Resolution carried with requisite majority. A certified copy of the said Resolution is enclosed for your information and records.

Thanking you

Yours faithfully  
For Coromandel International Limited



M R Rajaram  
Company Secretary

/krp

# S ANAND SS RAO, M.Com., LL.B., F.C.S

COMPANY SECRETARY IN PRACTICE

511, KANCHANJUNGA, ADITYA ENCLAVE  
AMEERPET, HYDERABAD - 5000 38.  
PHONE : 092461 53677, 040 - 2 37 38 39 8,  
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website : [www.anandssrao.com](http://www.anandssrao.com)

December 20, 2011

## SCRUTINIZER'S REPORT

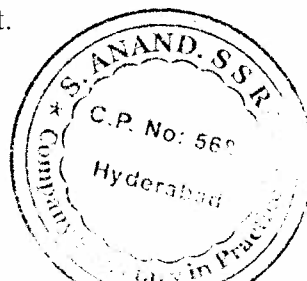
The Chairman

**Coromandel International Limited**

Coromandel House,  
Sardar Patel Road,  
Secunderabad- 500 003

Dear Sir,

1. The Board of Directors of the Company has appointed me as Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
3. The Company has completed on 15<sup>th</sup> November 2011 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its members whose names appeared on the Register of Members /list of beneficiaries as on 3<sup>rd</sup> November 2011.
4. Particulars of the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
5. The postal ballot forms were kept under my safe custody in sealed and tampered proof ballot boxes before commencing the scrutiny of such postal ballot forms.
6. The ballot boxes were opened on 20<sup>th</sup> December 2011 in my presence.
7. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 3<sup>rd</sup> November 2011.
8. All ballot forms received up to the close of working hours on 19<sup>th</sup> December 2011, the last date and time fixed by the company for receipt of the forms were considered for scrutiny.
9. Envelopes containing postal ballot forms after 19<sup>th</sup> December 2011 were not considered for my scrutiny. These envelopes were not opened and they are separately kept.
10. Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.



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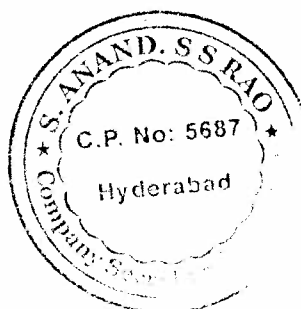
11. I did not find any defaced or mutilated ballot paper.

12. A summary of the postal ballot forms received is given below:

**ORDINARY RESOLUTION:** For transfer/assigning the lease rights on the land leased from Maharashtra Industrial Development Corporation (MIDC) located at Plot No. 22/1, TTC Industrial Area, Post Mahape, Navi Mumbai, pursuant to the provisions of Section 293(1)(a) of the Companies Act 1956

| Sl.No. | Particulars                                                                                              | No.of<br>postal<br>Ballot<br>forms | No.of<br>Shares | % of total<br>paid<br>up equity<br>capital | % of total<br>votes<br>polled |
|--------|----------------------------------------------------------------------------------------------------------|------------------------------------|-----------------|--------------------------------------------|-------------------------------|
| a      | Total Postal Ballot Forms received                                                                       | 2157                               | 192785081       | 68.26                                      |                               |
| b      | Less:Invalid Postal Ballot forms                                                                         | 32                                 | 3221809         | 1.14                                       |                               |
| c      | Net Valid Postal Ballot                                                                                  | 2125                               | 189563272       |                                            | 100                           |
| d      | Postal Ballot Forms with Assent as Special Resolution                                                    | 2065                               | 187963357       |                                            | 99.15                         |
| e      | Postal Ballot Forms with Dissent as Special Resolution                                                   | 60                                 | 1599915         |                                            | 0.85                          |
|        | In brief, Total Votes polled For Resolution is 99.15% and total Votes polled Against Resolution is 0.85% |                                    |                 |                                            |                               |

ORDINARY RESOLUTION PASSED



A handwritten signature in black ink, appearing to be "S. Anand S. S. Rao".

**S ANAND SS RAO**, M.Com., LL.B., F.C.S

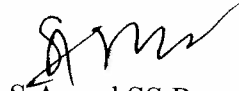
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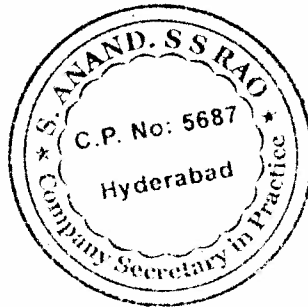
13. I have handed over the postal ballot forms and other related papers/registers and records for the safe custody to the Company Secretary to supervise the postal ballot process.

14. You may accordingly declare the result on the voting by postal ballot.

Thanking you



S. Anand SS Rao  
Name & Signature of  
Scrutinizer for postal ballot



**TRUE EXTRACT OF THE ORDINARY RESOLUTION PASSED BY THE MEMBERS ON DECEMBER  
23, 2011 THROUGH POSTAL BALLOT**

“RESOLVED THAT subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, consent of the Company be and is hereby given pursuant to Section 293(1)(a) of the Companies Act, 1956 to transfer/assign the lease rights on the land located at Plot No.22/1, TTC Industrial Area, Post Mahape, Navi Mumbai, leased from Maharashtra Industrial Development Corporation at such consideration and with effect from such date as the Board of Directors of the Company may think fit and that the Board of Directors of the Company (which shall also include a Committee of Directors constituted for this purpose) be and is hereby authorized to complete the transfer of the said Land with such modifications as may be required by any of the concerned authorities or which it may deem to be in the interest of the Company and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in the interest of the Company.”

“RESOLVED FURTHER THAT the Board and/or the Managing Director be and is hereby, authorised to do all acts, deeds, matters and things for completing the transfer/assign the lease rights on the said land, with such modifications as it may deem necessary and expedient in its absolute discretion to give effect to this Resolution and to negotiate, finalise and execute such necessary agreement(s) or document(s) and writings relating to the transfer/assign the lease rights on the said land as it may deem necessary, proper, desirable or expedient (including, without limitation, to settle any questions, difficulties or doubts that may arise in regard to the transfer/assign the lease rights on the said land as it may in its absolute discretion deem fit, and give such customary representations and warranties, together with such indemnities as may be deemed necessary and/or expedient, in their discretion) without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

**Explanatory Statement Pursuant to Section 172 and 192A of the Companies Act, 1956**

The Company has been manufacturing technical grade pesticides at the Plant located at Plot No.22/1, TTC Industrial Area, Post Mahape, Navi Mumbai, on land leased from Maharashtra Industrial Development Corporation (MIDC) and Ankleshwar in Gujarat.

The Company had acquired lease rights through merger of Farm Inputs Division (FIND) of E I D Parry (India) Limited by way of a Scheme of Arrangement duly approved by the Hon'ble High Court of Andhra Pradesh and Madras in the year 2003.

As a part of restructuring and reorganization of the manufacturing facilities relating to technical grade Pesticides and to facilitate future growth of the business, the Company had centralized the manufacturing of Technical grade Pesticides at Ankleshwar in the State of Gujarat. All the plant and machinery at Plot No.22/1, TTC Industrial Area, Post



Mahape, Navi Mumbai were shifted to Ankleshwar and the products manufactured in Navi Mumbai are currently being manufactured at Ankleshwar.

Consequent to this the Board of Directors have decided to transfer/assign the lease rights on the land at Plot No.22/1, TTC Industrial Area, Post Mahape, Navi Mumbai. As part of the Transaction, your Company may be called upon to provide certain warranties and indemnities to the transferees/assignees relating to, inter alia, title to the land being transferred/assigned, compliance with law, and litigation.

The Board has on October 18, 2011 approved the proposal to transfer/assign the lease rights on the said land. The proposed Ordinary Resolution(s) contained in this Notice give adequate flexibility and discretion to the Board to finalise the terms in consultation with the legal advisors to the Company and experts or such other authority or authorities as need to be consulted in accordance with the normal practice as the Board may deem fit.

Since the transfer/assignment of the lease rights on the said land amounts to the sale / disposal of an undertaking of the Company, approval of the Members is being sought for the proposed transfer/assigning of leased rights pursuant to the provisions of Section 293(1)(a) and 192A of the Companies Act, 1956 through postal ballot for passing the ordinary resolution set out in the Notice.

Copies of the Memorandum and Articles of Association of the Company and the Register of Directors' Shareholding are available for inspection at the Registered Office of the Company between 1100 hrs and 1300 hrs on all the working days upto the date and time of announcement of the results of the Postal Ballot.

None of the Director is interested in the Resolution.

Certified true copy  
For Coromandel International Limited



M R Rajaram  
Company Secretary