

Coromandel



December 6, 2010

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 3, 2010 communicating the dispatch of the Notice under Section 192A (2) of the Companies Act, 1956 along with the Postal Ballot Form for Sub-division of the equity shares and consequential alteration of Clause 5 of the Memorandum of Association and Clause 3 of Articles of Association of the Company sent to the Members, we wish to communicate that the Scrutinizer had submitted his Report addressed to the Chairman of the Company on December 4, 2010. A copy of the said Report is attached for your information and records.

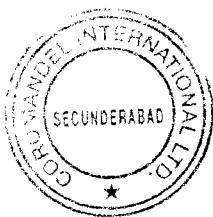
Dr B V R Mohan Reddy, Director, had today declared the Results of the Postal Ballot Process as per the Scrutinizer's Report and declared the Special Resolution carried with requisite majority. A certified copy of the said Resolution is enclosed for your information and records.

Thanking you

Yours faithfully
For Coromandel International Limited


M R Rajaram
Company Secretary

/krp



S ANAND SS RAO

COMPANY SECRETARY IN PRACTICE

602, KANCHANJUNGA, ADITYA ENCLAVE
AMEERPET, HYDERABAD - 5000 38.
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December 4, 2010

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 October 30, 2010 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 October 22, 2010
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 December 4, 2010 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 October 22, 2010.
8. All ballot forms received up to the close of working hours on December 3, 2010, 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 December 3, 2010 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.
11. I did not find any defaced or mutilated ballot paper.



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

RESOLUTION: Sub Division of Shares

Sl.No.	Particulars	No.of postal Ballot forms	No.of Shares	% of total paid up equity capital	% of total votes polled
a	Total Postal Ballot Forms received	2636	94760864	67.287	
b	Less:Invalid Postal Ballot forms	130	39677	0.028	
c	Net Valid Postal Ballot	2506	94721187		100
d	Postal Ballot Forms with Assent as Special Resolution (Sub Division of Shares of the company U/S 94 and amendment to clause 5 of Memorandum of Association and article 3 of Articles of Association of the Company)	2475	94713724		99.99
e	Postal Ballot Forms with Dissent as Special Resolution (Sub Division of Shares of the company U/S 94 and amendment to clause 5 of Memorandum of Association and article 3 of Articles of Association of the Company).	31	7463		0.01
	In brief, Total Votes polled For Resolution (Sub Division of Shares of the company U/S 94 and amendment to clause 5 of Memorandum of Association and article 3 of Articles of Association of the Company) is 99.99% and total Votes polled Against Resolution is 0.01%				

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SPECIAL RESOLUTION PASSED

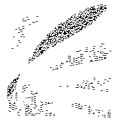
13. I have handed over the postal ballot forms and other related papers/registers and records for the safe custody to the Company Secretary to supervise the postal ballot process.
14. You may accordingly declare the result on the voting by postal ballot.

Thanking you



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





**TRUE EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS ON DECEMBER
6, 2010 THROUGH POSTAL BALLOT**

"RESOLVED that pursuant to Article 9 of the Articles of Association of the Company and the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, each of the 17,50,00,000 equity shares of the nominal value of Rs.2/- each in the authorised share capital of the Company be sub-divided into 35,00,00,000 equity shares of Re.1/- each AND THAT the first sentence in Clause 5 (being Capital Clause) of the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER That pursuant to the provisions of Section 31 of the Companies Act, 1956 the Articles of Association of the Company be amended in the following manner, viz. the existing Article 3 shall be deleted and the following be substituted therefor:

"The Authorised Share Capital of the Company is Rs.35,00,00,000 (Rupees thirty five crore) divided into 35,00,00,000 (Thirty five crore) equity shares of Re.1/- each."

RESOLVED FURTHER that the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and they are hereby authorised to sub-divide all the equity shares, to issue new share certificates representing the sub-divided equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and /or credit the shareholders' accounts maintained with the Depositories, subject to the rules as laid down in the Companies(Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolution."

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND 192A OF THE COMPANIES ACT, 1956 FOR SUB-DIVISION OF THE COMPANY'S EQUITY SHARES AND CONSEQUENTIAL ALTERATIONS IN ITS MEMORANDUM AND ARTICLES OF ASSOCIATION

The equity shares of your Company are listed on the National Stock Exchange of India Limited (NSE) and The Bombay Stock Exchange Limited (BSE), Mumbai. The shares are actively traded on NSE and BSE.



The market price of the shares of the Company had witnessed significant spurt in the recent past. In order to further improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on October 19, 2010, considered it desirable to sub-divide the nominal value of the authorised share capital of the Company.

The shareholders may please note that presently the nominal value of the equity shares is Rs.2/- each and consequent to the sub-division it is being divided into 2 (two) equity shares of Re.1/- each. The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholders' approval, which will be notified through the Stock Exchanges.

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital Clause 5 in the Memorandum of Association and Article 3 in the Articles of Association of the Company relating to shares also need relevant amendment to give effect to the sub-division.

Accordingly, in terms of Section 192 A of the Companies Act, 1956, approval of the members is being sought through postal ballot for passing the Special Resolution as set out in the Notice.

Certified true copy
For Coromandel International Limited



M R Rajaram
Company Secretary

