

COROMANDEL INTERNATIONAL LIMITED

MINUTES OF THE PROCEEDINGS OF THE 53RD ANNUAL GENERAL MEETING
COMMENCED AT 10.30 AM AND CONCLUDED AT 12.10 PM, ON MONDAY, JULY 27,
2015 AT HOTEL MINERVA GRAND, S. D. ROAD, SECUNDERABAD 500003

PRESENT

Directors

Mr. Uday Chander Khanna	: Chairman
Mr. V Ravichandran	: Vice Chairman
Mr. A Vellayan	: Director
Dr. BVR Mohan Reddy	: Director
Mr. M M Venkatachalam	: Director
Mrs. Ranjana Kumar	: Director
Mr. Prasad Chandran	: Director

Mr. P Varadarajan	: Company Secretary
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Mr. Ganesh Balakrishnan	: Partner, Deloitte Haskins & Sells, Auditors
Mr. Sumit Trivedi	: - do -
Mr. V. Kalyanaraman	: Cost Auditor
Mrs. Jyothi Satish	: Cost Auditor
Mr. Tumuluru Krishnamurthy	: Secretarial Auditor

Members present: 658 members in person and 120 proxies were present when the meeting commenced.

Mr Uday Chander Khanna took the chair in accordance with Article 82 of the Company's Articles of Association.

He informed the shareholders that the Board has elected him as a Chairman at the meeting held earlier in the day, consequent to the stepping aside of Mr. A Vellayan as Chairman on May 22, 2015.

The Chairman, before calling the meeting to order, introduced the members of the Board and also the Management Team of Coromandel. He then stated that the requisite quorum being present he would commence the Meeting and called the Meeting to Order.

Chairman informed that the Register of Directors and Key Managerial Personnel & their Shareholding and Register of Contracts or Arrangements in which the Directors are interested and a Certificate obtained from the Auditors of the Company confirming that the Company's ESOP Scheme has been implemented in accordance with the said SEBI guidelines and in accordance with the resolutions passed by the Shareholders, were available to the members for inspection.

The Notice dated April 30, 2015 convening the Annual General Meeting was taken as read with the consent of the members.

Since the Auditors Report did not have qualifications/observations, the same was not read out at the Meeting.

The Chairman in his speech gave an overview of the financial performance of the Company for the financial year ended March 31, 2015 and its future outlook.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting and mentioned that the remote E-voting commenced on Thursday, July 23, 2015 (9.00 a.m. IST) and concluded on Sunday, July 26, 2015 (5.00 p.m. IST). He also informed that cutoff date for reckoning voting rights for remote e-voting and voting at AGM was Monday, July 20, 2015. He informed the members that the Board has appointed Mr. Tumuluru Krishna Murthy, Practicing Company Secretary as Scrutinizer for scrutinizing the remote e-voting and e-voting at AGM. A few Members spoke and raised queries/sought clarifications on the Annual Report and the Company's performance. Mr V. Ravichandran, Vice Chairman replied to the queries and provided necessary clarifications to the Members.

The Chairman informed that e-voting facility is available at the AGM for those shareholders who have not exercised their vote through remote e-voting. He requested Mr. P. Varadarajan-Company Secretary to brief shareholders about e-voting procedure and accordingly Company Secretary briefed the members. Thereafter, Chairman requested to the shareholders to proceed for the voting.

The shareholders voted through remote e-voting and e-voting at the AGM on following businesses as given in the Notice of AGM dated April 30, 2015:

1.0 ADOPTION OF STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS

"RESOLVED that the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Report of the Board of Directors and the Report of the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Auditors thereon, placed before this Meeting be and are hereby received and adopted."

2.0 DECLARATION OF DIVIDEND

"RESOLVED THAT a final dividend of Rs. 2.50 per share (250%) recommended by the Board of Directors be and are hereby declared on the equity shares of Re.1/- each of the Company for the year ended March 31, 2015 and be paid to those shareholders, in case of shares held in physical form, whose names appear in the register of members as on July 27, 2015 and in case of shares held in dematerialised form, as per details furnished by the depositories for this purpose."

3.0 RE-APPOINTMENT OF MR M M VENKATACHALAM

“RESOLVED THAT Mr. M. M. Venkatachalam, having DIN 00152619, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4.0 RATIFICATION OF APPOINTMENT OF AUDITORS

“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. 008072S) 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 Rs.55 lakhs (Rupees Fifty Five lakhs only) 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.”

5.0 RATIFICATION FOR PAYMENT OF REMUNERATION TO COST AUDITORS

“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, 2016, 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.	Rs. 7.00 Lacs
Mr. Dantu Mitra	All units of the Company manufacturing Single Super Phosphate	Rs. 1.00 Lac
Mr. P. D. Dani	The Pesticides Units in Sarigam and Dahej	Rs.2.00 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.”

Chairman informed the members that the consolidated result of the remote e-voting and voting at the AGM will be notified to the Stock Exchanges in the prescribed format under Clause 35A of the Listing Agreement and the details of the results would be uploaded on the Company’s website latest by the following day i.e. July 28, 2015. He authorised Mr. P. Varadarajan, Company Secretary to receive the report from the Scrutinizer and publish/announce the same.

After ascertaining that the shareholders have completed the voting, the Chairman announced completion of the voting procedure.

The Chairman then declared the meeting concluded and thanked the members for attending the meeting.

Thereafter, Mr. Tumuluru Krishna Murthy, the Scrutinizer appointed by the Board counted the votes casted at the AGM and unblocked the votes casted through remote e-voting in the presence of Mr. G Vasanth Rao Chowdari and Mr. M PRH Kumar, who were not employees of the Company and then submitted his consolidated report on the remote e-voting and e-voting at the AGM, on the same day in the evening,

The Scrutinizer in his report confirmed that the votes were reconciled with the records maintained by the Registrar and Transfer Agents with respect to authorizations/proxies lodged with the Company and further reported that 169 Members/Proxies had casted their votes through the e-voting facility provided at the meeting and 189 Members casted their vote through remote e-voting and that all the resolutions have been passed with requisite majority and the details of voting results were as under:

	Consolidated Result of remote E-voting and e-voting at AGM		Remark
	Votes casted in favour of Resolution (% of voting)	Votes casted against the Resolution (% of voting)	
Ordinary Business:			
1. Adoption of Standalone and Consolidated Audited Financial Statements for the financial year 2014-15 and the Report of the Directors and Auditors thereon.	211353764 (99.9999%)	150 (0.0001%)	Passed with requisite majority as an Ordinary Resolution

2. Declaration of Dividend for the year 2014-15.	211384925 (99.9999%)	150 (0.0001%)	Passed with requisite majority as an Ordinary Resolution
3. Appointment of Mr. M. Venkatachalam as a Director liable to retire by rotation	197477821 (93.5509%)	13613532 (6.4491%)	Passed with requisite majority as an Ordinary Resolution
4. Ratification of Appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors for a period from conclusion of this AGM until conclusion of next AGM	211029038 (99.8338%)	351386 (0.1662%)	Passed with requisite majority as an Ordinary Resolution
Special Business:			
5. Ratification of payment of Remuneration to Cost Auditors for auditing of cost records of the Company for the financial year ending on March 31, 2016	211368995 (99.9924%)	16078 (0.0076%)	Passed with requisite majority as an Ordinary Resolution

Sd/-
Chairman

CERTIFIED TRUE COPY
for COROMANDEL INTERNATIONAL LIMITED

P. Varadarajan

P. VARADARAJAN
Company Secretary