

5th December, 2025

The Chairman

Coromandel International Limited

 Coromandel House, 1-2-10, Sardar Patel Road,
 Secunderabad - 500 003.

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolutions passed by the Board of Directors of **Coromandel International Limited** ("the Company") on 30th October 2025, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process through remote e-voting in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Section 196, 197, 198 and 203 read with Schedule V of the Act all other applicable provisions of the Companies Act, 2013.	<u>ORDINARY RESOLUTION</u> "RESOLVED THAT pursuant to Article 22 of the Articles of Association of the Company and the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Act, and all other applicable provisions of the Companies Act, 2013 (the Act) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force) ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and Board, approval of the members of the company be and is hereby accorded for re-appointment of Mr. Arun Alagappan, (DIN 00291361), Whole-time Director – Key Managerial Personnel of the Company designated as Executive Chairman for a period of five (5) years with effect from February 15, 2026 to February 14, 2031, liable to retirement by rotation. RESOLVED FURTHER THAT Mr. Arun Alagappan, Whole-time Director (DIN 00291361), designated as Executive Chairman be paid remuneration by way of salary, allowances, incentive, perquisites and retirement benefits subject to the maximum permissible limit under the provisions of the Act, SEBI Listing Regulations, as may be 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 February 15, 2026. RESOLVED FURTHER THAT subject to the maximum permissible limit under the provisions of the Act and SEBI Listing Regulations, Mr. Arun Alagappan, Executive Chairman be paid the following remuneration with effect from February 15, 2026:

	A	Fixed Compensation	
		Basic Salary	Rs. 33,48,000/- (Rupees Thirty-Three Lakh Forty-Eight Thousand only) per month with such increments as may be decided / recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.
	B	Annual Performance Pay	
	i.	Incentive/Variable Pay	As may be determined/ recommended by the Nomination and Remuneration Committee and approved by the Board, based on the achievement of the performance parameters laid down, but not exceeding 1.5 times of the Annual Basic pay.
	C	Others	
	i.	Allowances and Perquisites	Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance – Foreign Travel, Additional Special Allowance, and/or any other allowance as determined/ recommended by the Nomination and Remuneration Committee and approved by the Board, subject to a maximum of 300% of Basic Salary.
	ii.	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.
Other allowances and Perquisites (i) Perquisites shall include provision of furnished / unfurnished accommodation, personal accident insurance, reimbursement of medical expenses – Domiciliary & Hospitalisation for self and family, Mediclaim Insurance Coverage for self & family, subscription to clubs, Term insurance – Accidental & Non-Accidental, 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 and approved by the Board. (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. Arun Alagappan, Whole-time Director will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof. (v) Mr. Arun Alagappan, Whole-time 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. Arun Alagappan, Whole-time Director, designated as Executive Chairman shall be as may be determined by the Board or Nomination and Remuneration Committee, and shall not, except with the approval of the shareholders by way of passing special resolution, exceed the limits prescribed under the Act and rules made there under or any statutory modification or re-enactment thereof. RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter, modify and vary the terms and conditions including his designation and remuneration and/or perquisites payable or to be provided (including any monetary value thereof) to Mr. Arun Alagappan, Whole-time Director, designated as Executive Chairman, to the extent the Board of Directors may at its discretion deem fit. RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) (including any Committee thereof) or any other Officer(s)/Authorised Representative(s) of the Company be and is hereby authorised to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the members of the Company which shall be deemed to be given hereof expressly by the authority of this resolution."
Section 185 and other applicable provisions, if any, of	<u>SPECIAL RESOLUTION</u> "RESOLVED THAT pursuant to the provisions of Sections 185 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time)

the Companies Act, 2013.	("Act"), subject to such approvals, consents, sanctions and permissions of appropriate statutory/regulatory/other authorities, as may be necessary and other provisions of applicable laws, consent of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to NACL Industries Limited ("NACL"), as the Board in its absolute discretion deem beneficial in the interest of the Company, for an aggregate amount not exceeding Rs. 160,00,00,000 (Rupees One Hundred and Sixty Crores only) at any point of time on such terms and conditions as may be agreed upon by the Company in its absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilised by the borrowing Company for its principal business activities. RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to decide, vary all the terms and conditions of such loan and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate, on behalf of the Company for the purpose of giving effect to the aforesaid resolution. RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board including committee(s) of the Board thereof and/or any Director of the Company or any other official of the Company delegated with powers necessary for this purpose be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution."
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WE REPORT that in accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 and other relevant circulars and notifications issued by the MCA (hereinafter collectively referred to as "the MCA Circulars") the Company has sent Postal Ballot Notice dated 30th October, 2025 on 5th November, 2025 through electronic mode only to those Members whose e-mail addresses are registered with the Company (in respect of the shares held in physical form) and with their Depositories (in respect of the shares held in Demat Form) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 31st October, 2025 ("Cut-off date").

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot remote e- voting, on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for remote e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by NSDL, the authorized agency engaged by the Company.

WE REPORT that as stated in the notice sent to the members, the Company had fixed Friday, 5th December, 2025 as the last date for remote e-voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' on 6th November, 2025 and "**NAVA TELANGANA**" in vernacular language 'Telugu' on 6th November, 2025 informing about the dispatch of the Postal Ballot Notice and other related matters mentioned therein. We have received remote e-voting from the members during the period **6th November, 2025 (9:00 A.M. IST) to 5th December, 2025 (5:00 P.M. IST).**

All the votes received up to the closure of working hours (**5:00 p.m. IST**) on Friday, 5th December 2025, the last date fixed by the Company for receipt of remote e-voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **147925** Shareholders, we have received valid remote e-voting from **1241** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot remote e-voting	6th November, 2025 (9:00 a.m. IST) to 5th December, 2025 (5:00 p.m. IST)		
Total No. of Shareholders as on cut-off date	147925		
Total No. of Shares	294921109		
Particulars	As per Postal Ballot	As per remote e-voting	Total
Postal Ballot Forms Received	-	1241	1241
Less: Invalid Forms	-	0	0
Net Valid Forms	-	1241	1241

ITEM NO.1: RE-APPOINTMENT OF MR. ARUN ALAGAPPAN AS WHOLE-TIME DIRECTOR, DESIGNATED AS EXECUTIVE CHAIRMAN 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	% of total number of valid votes cast
1088	233879611	97.61

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

Number of members voted in remote e- voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
153	5726625	2.39

(iii) **Invalid** Votes:

Number of members voted in remote e- voting	Number of votes cast (Shares) – remote e- voting
NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than 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 Postal Ballot is passed in favour of the resolution with more than requisite majority.

ITEM NO.2: TO CONSIDER AND APPROVE PROVIDING LOANS UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

SPECIAL RESOLUTION

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

Number of members voted in remote e- voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
1180	239575440	99.99

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

Number of members voted in remote e- voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
56	30798	0.01

(iii) **Invalid** Votes:

Number of members voted in remote e- voting	Number of votes cast (Shares) – remote e- voting
NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item No.2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with more than requisite majority.

WE FURTHER REPORT that as per the notice of Postal Ballot dated 30th October, 2025. The results of the remote e-voting will be announced by the Executive Chairman or any person authorized by him on or before 9th day of December, 2025. The results of the voting along with the Scrutinizer's Report will be made available on the Company's website i.e. www.coromandel.biz and will also be displayed in the notice board of the Company at its registered office at "Coromandel House", 1-2-10, Sardar Patel Road, Secunderabad – 500 003 and the website of NSDL at www.evoting@nsdl.com and also will be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), where the Company's equity shares are listed and be available on their respective websites, i.e., www.bseindia.com and www.nseindia.com.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot remote e-voting.

Thanking You
Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

R
Sridharan
Digitally signed
by R Sridharan
Date:
2025.12.05
18:33:12 +05'30'

CS R SRIDHARAN

FCS No. 4775

C P No. 3239

PR No. 6232/2024

UDIN: F004775G002237159