

August 22, 2013

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1
G Block, Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051.

Dear Sir

Sub: **Compliance of Clause 31 of the Listing Agreement**

In terms of Clause 31 of the Listing Agreement entered into with you we enclose the Proceedings of the 51st Annual General Meeting of our Company held on July 23, 2013 for your records.

Kindly acknowledge receipt.

Thanking you

Yours faithfully
For Coromandel International Limited



P Varadarajan
VP –Legal & Company Secretary

/dcr



COROMANDEL INTERNATIONAL LIMITED

MINUTES OF THE PROCEEDINGS OF THE 51ST ANNUAL GENERAL MEETING HELD AT 10.30 AM ON JULY 23, 2013 AT HOTEL MINERVA GRAND, CMR COMPLEX, SAROJINI DEVI ROAD, SECUNDERABAD 500003

PRESENT

Directors

Mr A Vellayan	:	Chairman
Mr V Ravichandran	:	Vice Chairman
Mr K Balasubramanian	:	Director
Dr B V R Mohan Reddy	:	Director
Mrs Ranjana Kumar	:	Director
Mr M M Venkatachalam	:	Director
Mr Uday Chander Khanna	:	Director
Mr Kapil Mehan	:	Managing Director
Mr P Varadarajan	:	Company Secretary
Mr Ganesh Balakrishnan	:	Representatives, Deloitte Haskins & Sells, Auditors
Mr Sumit Trivedi	:	- do -

Members present: 454 members and 73 duly appointed Proxies were present when the meeting commenced.

Mr A Vellayan took the chair in accordance with Article 82 of the Company's Articles of Association.

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. The Chairman informed the Members that the Registers required to be placed before the Meeting under the provisions of the Companies Act, 1956, were so placed and available for inspection by the Members.

The Chairman then sought the consent of the Members to take the Notice convening the Meeting as read. Such consent being given, he requested the Company Secretary to read the Report of the Auditors to the Members.

The Company Secretary read the Report of the Auditors to the Members.

The Chairman then addressed the Members highlighting the general economic scenario, the performance of the Company and the challenges faced by it during the year 2012-13.

1.0 ADOPTION OF ANNUAL ACCOUNTS AND DIRECTORS' REPORT:

- i) The Chairman stated that the Directors' Report and the Accounts for the financial year ended March 31, 2013 had been with the members for some time. With the consent of the Members the same were taken as read.

- ii) Mr Bharat H Shah proposed the following resolution as an Ordinary Resolution:

"RESOLVED that the Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the financial year ended on that date, together with the Report of the Auditors and the Report of the Directors for the relevant period, now submitted to this Meeting be and are hereby received and adopted."

Mr J Mahesh seconded the resolution.

Before putting the resolution to vote, the Chairman invited comments / questions, if any, from the Members on the accounts.

Few Members spoke and raised queries/sought clarifications on the Annual Report and the Company's performance. Mr A Vellayan, Chairman, and Mr Kapil Mehan, Managing Director replied to the queries and provided necessary clarifications to the Members. Thereafter, the Chairman put the resolution to vote. The resolution was carried unanimously.

2.0 DECLARATION OF DIVIDEND

Mr Shantilal C Shah proposed the following resolution as an Ordinary Resolution:

"RESOLVED that a Dividend of Rs.4.50 per equity share be and is hereby declared on the equity share capital of the Company for the financial year 2012-13 and the said dividend be paid to those shareholders who are on the Register of Members of the Company as on June 20, 2013 and in respect of shares held in dematerialized form to the beneficial owners as per the list provided by the depositories."

Mr T A Parameswaran seconded the resolution, which was then put to vote by the Chairman and was passed unanimously.

3.0 RETIREMENT BY ROTATION OF MRS RANJANA KUMAR AS DIRECTOR

Mr A Satyanarayana Sharma proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs Ranjana Kumar be and is hereby elected as a Director of the Company".

Mr T K Raghavan seconded the resolution, which was then put to vote by the Chairman and was passed unanimously.

As the next item related to his appointment, the Chairman requested Mr. V Ravichandran, Vice Chairman to conduct the proceeding. Accordingly Mr V Ravichandran, Vice Chairman conducted the proceeding with respect to the following resolution.

4.0 RETIREMENT BY ROTATION OF MR A VELLAYAN AS DIRECTOR

Mr Bharat C Shah proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr A Vellayan be and is hereby elected as a Director of the Company".

Mr T A Parameswaran seconded the resolution, which was then put to vote by the Chairman and was passed unanimously.

Mr Vellayan thanked the members and resumed the Chair and conducted the further proceedings of the Meeting.

5.0 RETIREMENT BY ROTATION OF MR K BALASUBRAMANIAN AS DIRECTOR

Mr Shantilal C Shah proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT the vacancy caused by the retirement by rotation of Mr K Balasubramanian who has conveyed in writing to the Company his desire not to offer himself for reappointment, be not filled up."

Mr Visweswara Rao Naraharisetti seconded the resolution, which was then put to vote by the Chairman and was passed unanimously.

6.0 APPOINTMENT OF AUDITORS

Mr A Satyanarayana Sharma proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountants, bearing Registration No.008072S with the Institute of Chartered Accountants of India, be and they are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of Rs.40.00 lakhs (Rupees forty lakhs only) plus reimbursement of out of pocket expenses and applicable taxes."

Mr J Mahesh seconded the resolution, which was then put to vote by the Chairman and was passed unanimously.

7.0 ELECTION OF MR UDAY CHANDER KHANNA AS DIRECTOR

The Chairman provided the Members a brief profile of Mr. Uday Chander Khanna.

Mr Praful Chavda proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr Uday Chander Khanna be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Mr T K Raghavan seconded the resolution, which was then put to vote by the Chairman and was passed unanimously.

8.0 COMMISSION PAYABLE TO NON-WHOLETIME DIRECTORS

Mr Bharat H Shah proposed the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 309(4), 310 and other applicable provisions, if any, of the Companies Act, 1956, the Directors of the Company [including Alternate Directors but excluding the Managing Director(s) and Wholetime Director(s)] be paid remuneration by way of commission not exceeding 1% of the Company's net profits computed in the manner provided in Section 198 of the said Act, for each of the five financial years of the Company commencing from April 1, 2013; the proportion and manner of such payment and distribution to be as the Board may from time to time decide.

RESOLVED FURTHER THAT the payment of commission, as aforesaid, shall be exclusive of the fees payable to such Directors for attending the meetings of the Board and Committees thereof."

Mr Viswewara Rao Naraharisetti seconded the resolution, which was then put to vote by the Chairman and was passed unanimously.

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

Sd/-
Chairman

**CERTIFIED TRUE COPY
For COROMANDEL INTERNATIONAL LIMITED**


**P. VARADARAJAN
Company Secretary**

