

Tumuluru Krishna Murty
B.Com.B.L.,F.C.A.,F.C.S.
Secretary, Brooke Bond Limited (Retired)

'Anasuya'
C-66, Durgabai Deshmukh Colony
Ahobil Mutt Road
Hyderabad – 500 007- India
Mobile: 09391087255/09849384829
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Tumuluru & Co.
Company Secretaries

Email: mrtumuluruk@gmail.com
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To,
The Chairman,
Coromandel International Limited
"Coromandel House",
1-2-10, Sardar Patel Road,
Secunderabad, Telangana – 500003.



Scrutinizer's Report pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – Remote E-voting and E-Voting at the Annual General Meeting of Coromandel International Limited held on July 27, 2015.

1. Appointment as Scrutinizer:

I, Tumuluru Krishna Murty, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Coromandel International Limited ("the Company") for the remote e-voting as well as the e-voting/Ballot to be conducted at the 53rd Annual General Meeting (AGM) of the Company held on Monday, July 27, 2015 at 10.30 AM at Hotel Minerva Grand, S D Road, Secunderabad 500003.

2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members maintained by the Registrar and Transfer Agents of the Company and the List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM on July 3, 2015. Notices were sent by e-mail to **17992** Members who had registered their email-ids with Depositories/ the Company, and notices were despatched by Registered Post to **3896** Members, by Speed Post to **1499** Members, by registered Air-mail to **979** Members and by courier to **31910** members, as of 19th June, 2015. And notices were sent to **501** members by emails to those who have become members between 19th June, 2015 to the cut-off date being the 20th July, 2015.

3. Cut-off Date:

The Voting rights were reckoned as on Monday, July 20, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the AGM.

4. Remote E-voting:

- 4.1 Agency:** The Company had appointed M/s. Karvy Computershare Private Limited (Karvy) as the agency for providing the remote e-voting platform.



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- 4.2 Remote e-voting:** Remote e-voting platform was open from 9 AM (IST) on Thursday, July 23, 2015 to 5 PM (IST) on Sunday, July 26, 2015 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by Karvy.

5. Voting at the AGM:

- 5.1** As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, I had access after closure of period of remote e-voting and before the start of AGM, to such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- 5.2** Accordingly, Karvy, the e-voting Agency provided us with the names, DP id / folio numbers and shareholding of the members who had cast their votes through remote e-voting.
- 5.3** The Company had authorized Karvy to provide/ conduct Voting at the meeting through electronic means. The e-voting facility was provided by Karvy.

The Company's Management is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-voting on the Resolutions contained in the Notice dated 30 April, 2015 to the shareholders of the Company.

As a Scrutinizer my role in the E-voting process is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on the E-voting of shareholders of the Company and the reports generated from the E-voting system provided by Karvy Computershare Private Limited

6. Counting Process

- 6.1** On completion of voting at the AGM, Karvy provided me with the List of members who had cast their votes, with their holding details and details of vote on each of the Resolutions.
- 6.2** The votes were reconciled with the records maintained by the Company and Registrar & Share Transfer Agents with respect to the authorizations / proxies lodged with the Company.



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6.3 I unblocked the remote e-voting results on the Karvy E-voting platform before two witnesses who are not in employment of the Company and downloaded the e-voting results. The witnesses have also signed this Report in confirmation of the votes being unblocked in their presence. Required data was provided by Karvy on the e-voting conducted at the AGM Venue

7. Results

7.1 I observed that:

- a) **169** Members/ Proxies have cast their votes through the e-voting facility provided at the meeting and
- b) **189** Members had cast their votes through remote e-voting

7.2 The consolidated Results with respect to each items on the agenda as set out in the Notice of the 53rd AGM dated April 30, 2015 is enclosed.

7.3 Based on the aforesaid results, 5 Ordinary Resolutions as contained in Item Nos. 1 to 5 of the Notice dated April 30, 2015, have been passed with Requisite majority.

7.4 Soft copy of the List of members, for both e voting at the AGM as well as remote e-voting containing the details of members who voted "FOR", "AGAINST" and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the Results of the Company.


Tumuluru Krishna Murty

TUMULURU KRISHNA MURTY
Company Secretary in Practice
FCS 142, CP 1293
TUMULURU & CO
Company Secretaries

Witness

1.


A. Narasimha Choudhary

2.


M. PRATHAP KUMAR

Date: July 27, 2015.
Place: Secunderabad



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Consolidated Results

Item No. 1 –Adoption of Audited Financial Statements for the financial year 2014-15

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	E-voting at AGM (Members/ Proxy)	Total	Remote E-voting (Members Only)	E-voting at AGM (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	189	168	357	210737480	616284	211353764	99.9998%
No. of Invalid votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes cast against / Dissent	Nil	1	1	Nil	150	150	0.0001%
No. of votes abstained*	Nil	1	1	Nil	124	124	0.0001%
Total	189	169	358	210737480	616558	211354038	100.00%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 1 of the AGM Notice of the Company dated April 30, 2015 has been passed with Requisite majority


Tumuluru Krishna Murty

Date: July 27, 2015.
Place: Secunderabad



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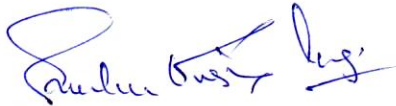
Consolidated Results

Item No. 2 –Declaration of Dividend for the year ended March 31, 2015

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	E-voting at AGM (Members/ Proxy)	Total	Remote E-voting (Members Only)	E-voting at AGM (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	189	168	357	210768640	616285	211384925	99.9998%
No. of Invalid votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes cast against / Dissent	Nil	1	1	Nil	150	150	0.0001%
No. of votes abstained*	Nil	1	1	Nil	123	123	0.0001%
Total	189	169	358	210737480	616558	211385198	100.00%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 2 of the AGM Notice of the Company dated April 30, 2015 has been passed with Requisite majority.



Tumuluru Krishna Murty

Date: July 27, 2015.
Place: Secunderabad



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Consolidated Results

Item No. 3 – Appointment of Mr. M M Venkatachalam, as a Director

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	E-voting at AGM (Members/ Proxy)	Total	Remote E-voting (Members Only)	E-voting at AGM (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	134	168	302	196861537	616284	197477821	93.4208%
No. of Invalid votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes cast against / Dissent	52	1	53	13613382	150	13613532	6.4402%
No. of votes abstained*	3	1	4	293721	124	293845	0.1390%
Total	189	169	358	210768640	616558	211385198	100.00%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 3 of the AGM Notice of the Company dated April 30, 2015 has been passed with Requisite majority.


Tumuluru Krishna Murty

Date: July 27, 2015.
Place: Secunderabad



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Consolidated Results

Item No. 4 – Ratification of appointment of M/s Deloitte Haskins & Sells as Statutory Auditors

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	E-voting at AGM (Members/ Proxy)	Total	Remote E-voting (Members Only)	E-voting at AGM (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	182	168	350	210412754	616284	211029038	99.8315%
No. of Invalid votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes cast against / Dissent#	6	1	7	351236	150	351386	0.1662%
No. of votes abstained*	1	1	1	4650	124	4774	0.0023%
Total	189	169	358	210768640	616558	211385198	100.00%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 4 of the AGM Notice of the Company dated April 30, 2015 has been passed with Requisite majority.


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Date: July 27, 2015.
Place: Secunderabad



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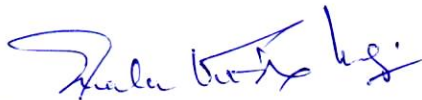
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Consolidated Results
Item No. 5 – Ratification of payment of remuneration to Cost Auditors

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	E-voting at AGM (Members/ Proxy)	Total	Remote E-voting (Members Only)	E-voting at AGM (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	187	167	354	210752712	616283	211368995	99.9923%
No. of Invalid votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes cast against / Dissent	2	1	3	15928	150	16078	0.0076%
No. of votes abstained*	Nil	1	1	Nil	125	125	0.0001%
Total	189	169	358	210768640	616558	211385198	100.00%

* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 5 of the AGM Notice of the Company dated April 30, 2015 has been passed with Requisite majority.



Tumuluru Krishna Murty

Date: July 27, 2015.
Place: Secunderabad

