

Ref. No: 2023-24/111

January 31, 2024

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051

Scrip Code: COROMANDEL

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

Scrip Code: 506395

Dear Sir(s),

Subject : Intimation pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof.

Further to our intimation dated 10th November 2023 regarding the receipt of request(s) for re-classification from the 'promoter and promoter group' category to 'public' category shareholders, we wish to inform you that their request was placed before the Board of Directors of the Company at their meeting held on 30th January, 2024. The Board *inter-alia* has considered the request made by the following members of Promoter and Promoter Group of the Company ("Outgoing Promoters") and after analyzing, has approved their request as required under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sr. No.	Name of shareholder	Category of shareholder	No. of paid-up equity shares	Percentage of shareholding
1.	Valli Arunachalam	Promoter Group	1,90,345	0.06
2.	Vellachi Murugappan	Promoter Group	1,90,315	0.06
3.	M V Murugappan HUF (karta - Valli Arunachalam)	Promoter	2,060	0.00
	Cumulative holding		3,82,720	0.12

The above re-classification will be subject to permission of the Stock Exchanges in terms of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 i.e., National Stock Exchange of India Limited and BSE Limited respectively.

Further, in compliance with Regulation 31A (8)(b) of the Listing Regulations, we enclose herewith the certified extract of the minutes of the Board meeting held on 30th January, 2024 in this connection.

We request you to kindly take the above information on record.

Thanking you,

Yours sincerely,

For **Coromandel International Limited**

B. Shanmugasundaram

Company Secretary & Compliance Officer

Encl. as above

Annexure

CERTIFIED TRUE COPY OF THE EXTRACT OF THE MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF COROMANDEL INTERNATIONAL LIMITED HELD ON TUESDAY, 30TH JANUARY 2024 AT VIZAG PLANT, SRIHARIPURAM, VIZAG, ANDHRA PRADESH 530011

Approval of the request received from Ms. Valli Arunachalam, Ms. Vellachi Murugappan and M V Murugappan HUF (through its Karta Valli Arunachalam) seeking reclassification from 'Promoter and Promoter Group' category to 'Public' Shareholder' category

The Board noted that Ms. Valli Arunachalam, Ms. Vellachi Murugappan, and M V Murugappan HUF (through its Karta Valli Arunachalam), members of the Promoter and Promoter Group of the Company ("Outgoing Promoters"), have vide their letter dated 8th November 2023 ("Request Letter") received by the Company on 10th November 2023 signified their intention to be re-classified to Public Shareholder category. In line with the requirements of Regulation 31A of the SEBI (LODR) 2015, the Company has notified the stock exchanges about the receipt of the above request(s) on 10th November 2023 (collectively "Stock Exchanges"). The Request Letter received from Outgoing Promoters was placed before the Board for its consideration. As on the date of the Request Letter, the details of the shareholding of the Outgoing Promoters are as follows:

Sr. No.	Name of shareholder	Category of shareholder	No. of paid-up equity shares	Percentage of shareholding
4.	Valli Arunachalam	Promoter Group	1,90,345	0.06
5.	Vellachi Murugappan	Promoter Group	1,90,315	0.06
6.	M V Murugappan HUF (karta - Valli Arunachalam)	Promoter	2,060	0.00
		Cumulative holding	3,82,720	0.12

The Board noted that the Outgoing Promoters have in their Request Letter confirmed that neither they nor the persons related to them:

1. hold more than 10% of the total voting rights in the Company.
2. exercise control over the affairs of the Company, directly or indirectly;
3. have any special rights with respect to the Company, through formal or informal arrangement, including through any shareholder agreements;

4. are represented on the board of directors of the Company (including by way of a nominee director);
5. are acting as key managerial personnel in the Company;
6. are classified as wilful defaulters as per the guidelines issued by the Reserve Bank of India; and
7. have been categorized as a fugitive economic offender.

The Board further noted the rationale for such re-classification is pursuant to the family settlement as recorded in the memorandum recording family arrangement dated 20th August 2023 executed between certain members of the Murugappa family and the MV Murugappan family/ by way of which the members of the MV Murugappan family have segregated themselves from the Murugappa family by separation of business and other affairs.

The Board also noted that the Outgoing Promoters have undertaken in their Request Letter that they shall comply with the requirements specified in Regulation 31A(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations/ 2015 ("Listing Regulations") at all times.

The Board was further informed that in terms of Regulation 31A of the Listing Regulations/ the said re-classification shall require the approval of the Board and the Stock Exchanges and or such other approval if any as may be necessary in this regard. Accordingly on the basis of the rationale provided above and in accordance with the provisions of Regulation 31A of the Listing Regulations, the Board considered the request of the Outgoing Promoters for reclassification from the 'Promoter and Promoter Group' category to 'Public shareholder' category, which shall be subject to permission of the Stock Exchanges.

The Board noted that none of the Directors of the Company are interested in this resolution.

The Board discussed the matter and after analysis and discussions, passed the following resolutions:

“RESOLVED THAT in accordance with the provisions of Regulation 31A of Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (**“Listing Regulations”**), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, if any, the letter dated 8th November, 2023 (**“Request Letter”**) received from Valli Arunachalam, Vellachi Murugappan, and M V Murugappan HUF (through its *karta* Valli Arunachalam), forming part of ‘promoter and promoter group’ of the Company (**“Outgoing Promoters”**), for reclassification of their

shareholding to 'public category', as circulated to the Board be and are hereby noted and taken on record.

RESOLVED FURTHER THAT the Board be and is hereby took note that as required under the provisions of Regulation 31(A)(3)(b) of the Listing Regulations, the Outgoing Promoters have confirmed that neither they nor the persons related to them:

1. hold more than 10% of the total voting rights in the Company.
2. exercise control over the affairs of the Company, directly or indirectly;
3. have any special rights with respect to the Company, through formal or informal arrangement, including through any shareholder agreements;
4. are represented on the board of directors of the Company (including by way of a nominee director);
5. are acting as key managerial personnel in the Company;
6. are classified as wilful defaulters as per the guidelines issued by the Reserve Bank of India; and
7. have been categorized as a fugitive economic offender.

and shall continue to comply with the conditions mentioned in Regulation 31A(4) of Listing Regulations post reclassification from 'promoter and promoter group' category to 'public' category.

RESOLVED FURTHER THAT pursuant to provisions of 31A(3)(c) of the Listing Regulations, the Board hereby confirms the following:

1. The Company is and post reclassification will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations;
2. The Company shall not trade in its shares which have been suspended by stock exchanges; and
3. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

RESOLVED FURTHER THAT pursuant to the provisions of the Regulation 31A of the Listing Regulations, and subject to the approval of the stock exchanges where the equity shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"), and/or such other approvals, if any, as may be required in this regard, the approval of the Board be and is hereby accorded to approve the reclassification of shareholdings from 'promoter and promoter group' category to 'public' category for the following shareholders:

Sr. No.	Name of shareholder	Category of shareholder	No. of paid-up equity shares	Percentage of shareholding
1.	Valli Arunachalam	Promoter Group	1,90,345	0.06
2.	Vellachi Murugappan	Promoter Group	1,90,315	0.06
3.	M V Murugappan HUF (karta - Valli Arunachalam)	Promoter	2,060	0.00
		Cumulative holding	3,82,720	0.12

RESOLVED FURTHER THAT on approval of the re-classification by the Board of Directors, application be made by the Company to the Stock Exchanges and/or to any other authority for their approval, as may be necessary to give effect to these resolutions.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Mr Arun Alagappan, Executive Vice Chairman, Mrs. Jayashree Satagopan, President - Corporate & Chief Financial Officer and Mr. B Shanmugasundaram, Company Secretary & Compliance Officer, be and are hereby *severally* authorized on behalf of the Company to do all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, including issuing certified true copy of any of the resolutions and/or extracts of the minutes of this board meeting to the concerned person/authority and making all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient for this purpose and settle any questions, difficulties or doubt that may arise in this behalf."

For **Coromandel International Limited**

B. Shanmugasundaram
Company Secretary & Compliance Officer