

May 27, 2019

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

BSE Limited
Phiroze Jeejeebhoy Towers
Mumbai-400001
Scrip Code:506395

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report for the year ended March 31, 2019.

We request you to take the same on your record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For Coromandel International Limited



P Varadarajan
Company Secretary

/pv



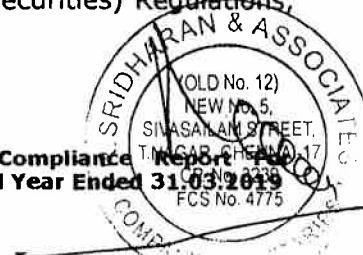
**Secretarial compliance report of COROMANDEL INTERNATIONAL LIMITED for
the year ended 31st March 2019**

We **R. SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) all the documents and records made available to us and explanation provided by **COROMANDEL INTERNATIONAL LIMITED** (CIN: L24120TG1961PLC000892) having its Registered office at **1-2-10, SARDAR PATEL ROAD, SECUNDERABAD, HYDERABAD, TELANGANA TG-500003** ("the listed entity").
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity, (website address: <https://www.coromandel.biz/>)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2019** in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (Not applicable during the year under review);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the year under review);



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- e) The Employees Share Option Plan 2016 approved under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Employee Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable during the year under review);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable during the year under review);
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

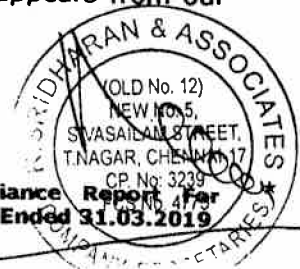
and circulars/guidelines issued there under;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under:-

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses	Devlations	Observations/ Remarks of the Practicing Company Secretary
Nil			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.



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(c) During the financial year under review, there were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries* either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

* The Company does not have Material Unlisted Subsidiary(ies) Incorporated in India.

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. Fines, warning letter, debarment etc.	Observations/remarks of the Practicing Company Secretary, if any.
*NIL				

** - No action taken against the Listed Entity / its promoters / directors.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

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



CS R.SRIDHARAN

C.P NO.3239

FCS.NO.4775

UIN: S2003TN063400

PLACE : CHENNAI

DATE : 21st May, 2019