



Coromandel Engineering Company Limited

ISO 9001:2015 & BS OHSAS 18001:2007 Certified Company
Registered and corporate office:
Parry House, V Floor, 43, Moore Street, Chennai 600 001, India
P.B. No. 1698, Tel: 25301700
CIN No.: L74910TN1947PLC000343
E-Mail: coromandelengg@cec.murugappa.com
Website: www.coromandelengg.com

December 13, 2021

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

Scrip Code: 533167

Dear Sir,

Sub: Voting results and Scrutiniser's report - Postal Ballot

This is in reference to our letter dated 10th November, 2021 intimating the dispatch of the notice of the postal ballot dated 26th October, 2021. The remote e-voting process concluded on December 12, 2021 at 5.00 P.M. IST. Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results along-with the Report of the Scrutinizer for the businesses transacted as set out in the notice of the postal ballot. Based on the Report of the Scrutinizer, all the resolutions as set out in the Notice of the postal ballot were duly approved by the equity shareholders with requisite majority.

Kindly take the same on record.

Thanking you,

Yours faithfully

For Coromandel Engineering Company Limited

C. Parvathi Nagaraj

C Parvathi Nagaraj
Company Secretary

Company Name	COROMANDEL ENGINEERING COMPANY LIMITED
Date of the AGM/EGM	Not Applicable. Resolution passed through Postal Ballot on 12 th December, 2021
Total number of Preference Shareholders on record date	4826
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable. Resolution passed through Postal Ballot
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable. Resolution passed through Postal Ballot
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for reduction of issued, subscribed and paid up preference share capital of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24765354	24095736	97.2962	24095736	0	100.0000	0.0000
	Poll	0	0	0	0	0	0	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8468244	68131	0.8045	68123	8	99.9883	0.0117
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
Total		33233598	24163867	72.7092	24163859	8	100.0000	0.0000

Resolution required: (Ordinary/ Special)	ORDINARY - Approval for appointment of Mr. S Shamsuddin (DIN 07954397) as a Non-Executive Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 ^{&}	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24765354	24095736	97.2962	24095736	0	100.0000	0.0000
	Poll	0	0	0	0	0	0	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8468244	68131	0.8045	22653	8	33.2492	0.0117
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Total		33233598	24163867	72.7092	24118389	8	99.8118	0.0000

[&] 1 Member holding 45470 equity shares abstained from voting

For Coromandel Engineering Company Limited

C. Parvathi Nagaraj



13th December, 2021

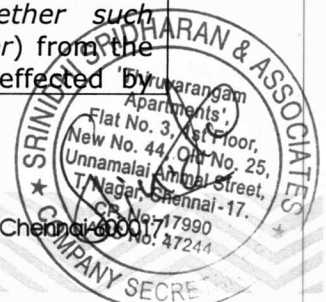
The Chairman
Coromandel Engineering Company Limited,
"Parry House", 5th Floor,
43, Moore Street,
Chennai – 600 001.

Dear Sir,

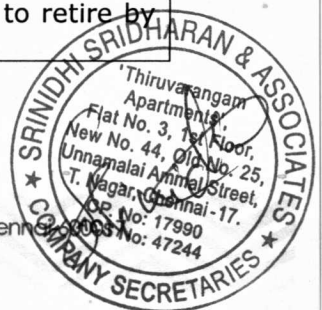
Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **Coromandel Engineering Company Limited** on 26th October 2021, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot voting conducted by way of remote e-voting process in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Section 66 of the Companies Act, 2013	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant to Section 66 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, and the relevant Rules made thereunder ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Article 4.4 of the Articles of Association of the Company and subject to the approval of the preference shareholders of the Company and further subject to confirmation by the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT"), and subject to approvals, if any, as may be required from the appropriate authorities, and subject to such terms, conditions or modifications if any, as may be prescribed by such authorities while granting such approvals, consents or permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board'), the Scheme for Reduction of Issued, Subscribed and Paid-up Preference Share Capital between the Company and its Shareholders ("the Scheme") be and is hereby approved and consequently, the entire paid-up Preference Share Capital of the Company aggregating to Rs. 28,35,63,000/- (Rupees Twenty Eight Crores Thirty Five Lakhs Sixty Three Thousand Only) divided into 28,35,630 number of 7% Cumulative Non Participating Redeemable Preference Shares of Rs.100/- each be and is hereby fully reduced by extinguishing right to all payments to be made to the Preference Shareholders including but not limited to all outstanding dividends, share premiums, if any, and redemption amount or exit consideration (<i>whether such consideration is the nominal value of the shares or higher</i>) from the date of approval of NCLT and that such reduction be effected</p>



	<p>adjusting and/or writing back such reduced capital proportionately against the accumulated losses of the Company ("the Reduction")."</p> <p>"RESOLVED FURTHER THAT no consideration nor payment whatsoever will be made to the Preference Shareholders towards the extinguishment of all payments that were hitherto payable including but not limited towards outstanding dividends, share premiums, if any, and redemption amount or exit consideration (<i>whether such consideration is the nominal value of the shares or higher</i>)."</p> <p>"RESOLVED FURTHER THAT effective from the date of the confirmation of the Hon'ble National Company Law Tribunal, Chennai Bench ("the NCLT") and approvals, if any, from any other appropriate authorities as may be required, the remaining paid-up preference share capital of the Company after the Reduction shall be NIL."</p> <p>"RESOLVED FURTHER THAT subject to confirmation of the NCLT, and approvals, if any, from any other appropriate authorities, the Company be and is hereby not required to add the words "And Reduced" to its name subsequent to such Reduction of capital of the Company."</p> <p>"RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to bring into effect this resolution on such other terms and conditions as it may consider appropriate and to accept such other conditions and modifications as may be prescribed by the NCLT and other appropriate authorities while according their confirmation or consent to this resolution or to suspend, withdraw or revive the proposal for Reduction of capital from time to time as may be specified by any statutory authority or as the Board may <i>suo-moto</i> decide."</p>
<p>Sections 149 and 152 of the Companies Act, 2013</p>	<p>ORDINARY RESOLUTION</p> <p>RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, Mr. S Shamsuddin (DIN: 07954397) who was appointed as an Additional Director of the Company with effect from 26th October, 2021 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.</p>



WE REPORT that in view of the pandemic COVID-19 and the resultant lockdown situation across the country restricting the movement of persons, in compliance with framework issued by the Ministry of Corporate Affairs (MCA) through its General Circular No.14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, and General Circular No. 10/2021 dated 23rd June, 2021. The Company has sent the Postal Ballot Notice dated 26th October, 2021 only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members on the Resolutions proposed in the notice took place only through remote e-voting system. Members holding equity shares of the Company as on 5th November, 2021 ("Cut-off Date") were entitled to vote by Remote E-voting.

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 E-voting, on the resolutions contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for e-voting for the postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited, the authorized agency engaged by the Company.

We report that as stated in the notice sent to the members, the Company had fixed 12th December, 2021 as the last date for 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 11th November, 2021 and "**MAALAI MALAR**" in vernacular language 'Tamil' on 11th November, 2021 informing about the despatch of the Postal Ballot Notice and other related matters mentioned therein. We have received E-Voting from the members during the period **13th November, 2021 (9:00 a.m. IST) to 12th December, 2021 (5:00 p.m. IST).**

All the votes received upto the closure of working hours (**5:00 p.m. IST**) on Sunday, 12th December, 2021, the last date fixed by the Company for receipt of 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 **4826** Shareholders, we have received valid E-Voting from **61** Shareholders and the details of polling results are given below:



Receipt of Postal Ballot E-Voting	13th November, 2021 (9:00 a.m. IST) to 12th December, 2021 (5:00 p.m. IST)		
Total No. of Shareholders	4826		
Total No. of Shares	33233598		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	-	61	61
Less: Invalid Forms	-	-	-
Net Valid Forms	-	61	61

ITEM 1 - Approval for reduction of issued, subscribed and paid up preference share capital of the Company (Special Resolution)

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
56	24163859	99.99997

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
5	8	0.00003

(iii) **Invalid** Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) –E-Voting
NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** under Section 66 of the Companies Act, 2013, with regard to **Item 1** as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM 2 - Appointment of Mr. S Shamsuddin (DIN 07954397) as a Non-Executive Director of the Company (Ordinary Resolution)

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
55	24118389	99.99996

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
5	8	0.00004

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting
NIL	NIL

Note: 1 Member abstained from postal ballot e-voting.

RESULT:

As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the **Ordinary Resolution** under Sections 149 and 152 of the Companies Act, 2013, with regard to Item 2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

We further report that as per the notice of Postal Ballot dated 26th October, 2021 approved by the Board of Directors on 26th October, 2021, the results of the postal ballot will be announced by the Chairman or any other director of the company at 3.00 p.m. on Monday, 13th December, 2021 at the Registered Office of the company at Parry House, No.43, Moore Street, Chennai - 600001. The result of the postal ballot along with scrutinizer's report will also be displayed at the registered office of the company and posted on the Company's website www.coromandelengg.com and on the website of KFintech at <https://www.kfintech.com/> as well as on the website of the Stock Exchange i.e. BSE Limited. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for the resolution is enclosed.

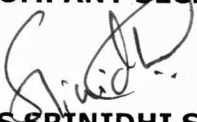
WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise 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 considers, approves and signs the minutes of the postal ballot.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot E-Voting.

Thanking You

Yours faithfully,

**For SRINIDHI SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**


CS SRINIDHI SRIDHARAN
ACS No. 47244
C P No. 17990
UDIN: A047244C001740254



Place: Chennai

Encl.: a/a