

**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  
Email: coromandelengg@cec.murugappa.com  
Website: www.coromandelengg.com

28.06.2019

BSE Ltd.  
Floor 25, P J Towers  
Dalal Street,  
Mumbai- 400001  
Scrip Code: 533167

Dear Sirs,

**Sub: Notice of 71<sup>st</sup> Annual General Meeting ('AGM')**

Please find enclosed herewith the Notice of the 71<sup>st</sup> AGM of Coromandel Engineering Company Limited scheduled to be held on Wednesday, 24<sup>th</sup> July 2019 at 10:00 A.M. (IST) at No 315, Mini Hall, Naradha Gana, Sabha, Alwarpet, Chennai – 600 018. The Attendance slip, proxy form and route map forms part of this notice.

The remote e-voting period commences on Sunday, 21<sup>st</sup> July 2019 (9:00 A.M. IST) and ends on Tuesday, 23<sup>rd</sup> July 2019 (5:00 P.M. IST). The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of Wednesday 17<sup>th</sup> July 2019. The date of declaration of the results is scheduled on Friday 26<sup>th</sup> July 2019. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Wednesday, 24<sup>th</sup> July 2019.

The Notice of our AGM is also available on our website at the link:  
<http://www.coromandelengg.com/Inv AnnualReports.html>

This information is being submitted pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended.

Kindly take the above information on record.

Thanking You,

Yours Faithfully,  
For Coromandel Engineering Company Limited

*C. Parvathi Nagaraj*

C. Parvathi Nagaraj  
Company Secretary

Encl: As above

## NOTICE CONVENING THE SEVENTY FIRST ANNUAL GENERAL MEETING

**NOTICE is hereby given that the Seventy First Annual General Meeting of COROMANDEL ENGINEERING COMPANY LIMITED will be held on Wednesday the 24<sup>th</sup> day of July, 2019 at 10.00 A.M. at No 315, Mini Hall Naradha Gana Sabha, Alwarpet, Chennai – 600 018 to transact the following business:**

### ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Report of the Auditors thereon.
2. To appoint a Director in the Place of Mr. M.A.M Arunachalam, (DIN: 00202958), who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

3. To consider and if deemed fit, to pass, the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to Section 148 (3) and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Second Amendment Rules, 2017, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and payment of such out of pocket expenses as approved by the Board of Directors of the Company to be paid to Mr. N.V. Thanigaimani, Cost Accountant (Membership No.15557) for the conduct of the audit of the cost accounting records of the Company for the financial year ended 31<sup>st</sup> March, 2019 be and is hereby ratified and confirmed.

4. To consider and if deemed fit, to pass, the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to Section 148 (3) and all other applicable provisions of the Companies Act,

2013 read with Rule 14 of the Companies (Audit and Auditors) Second Amendment Rules, 2017, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and payment of such out of pocket expenses as approved by the Board of Directors of the Company to be paid to Mr. N.V. Thanigaimani, Cost Accountant (Membership No.15557) for the conduct of the audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2020 be and is hereby ratified and confirmed.

5. To consider and if deemed fit, to pass, the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Mr. N Velappan as the "Manager" of the Company from 01<sup>st</sup> May 2019 upto 31<sup>st</sup> March 2020 on the terms and conditions of appointment and remuneration as given under;

### Terms & conditions of the appointment

- a) Period of appointment: From 01<sup>st</sup> May 2019 upto 31<sup>st</sup> March 2020.
- b) Remuneration:

Sl. No	Particulars	AMOUNT
i	Basic	Rs 1,05,125/- per month till 30 <sup>th</sup> June 2019 Rs 1,19,755 from 1 <sup>st</sup> July 2019
ii	Allowances	Rs 1,18,460/- per month till 30 <sup>th</sup> June 2019 Rs 1,22,825 per month from 1 <sup>st</sup> July 2019
iii	LTA	13% of Annual Basic
iv	PF/SAF/Gratuity	As per Statutory/trust rules/Company Policy
v	Medical Reimbursement & Hospitalisation	Rs 15,000 each per annum
vi	Car Fuel	Rs 60,000 per annum
vii	Variable pay	RS 6,33,700/- linked to performance

c) Tax on the above is to be borne by employee as per statutory requirements.

6. To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. N.V. Ravi (DIN:00165666) who was appointed by the members as an Independent Director of the Company for a term up to the conclusion of the 71<sup>st</sup> Annual General Meeting 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 signifying the intention to propose Mr. N.V.Ravi (DIN:00165666) as a candidate for the office of a director of the Company be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years with effect from 25<sup>th</sup> July, 2019 to 24<sup>th</sup> July, 2024 be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and deeds, matters and things and also to execute such documents, writings etc., as may be required to give effect to this resolution and do all things incidental and ancillary thereto.

7. To consider and, if deemed fit to pass, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, the consent of the members of the company be and is hereby accorded for the increase of the Authorized Preference Share Capital of the Company from Rs.25,00,00,000/- (Rupees Twenty Five Crores only) divided into 25,00,000 (Twenty Five Lakhs) Preference Shares of Rs.100/- (Rupees Hundred only) each to Rs. 32,00,00,000 (Rupees Thirty Two Crores), divided into 32,00,000 (Thirty Two Lakhs) Preference Shares of Rs.100/- (Rupees Hundred only) each by the creation of additional Rs.7,00,00,000/- (Rupees Seven Crores only) comprising of 7,00,000 (Seven Lakhs) Preference Shares of Rs.100/- (Rupees Hundred only) each.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.

8. To consider and, if deemed fit to pass, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13, and other applicable provisions, if any, of the Companies Act 2013, read with the rules made there under (including any amendment(s), modification(s) or re-enactment(s) thereof) for the time being in force and subject to the provisions of the Articles of Association of the Company, the existing Clause V of the Memorandum of Association of the Company, (“MOA”) relating to the share capital be and is hereby altered by deleting the same and by substituting in place and stead thereof, the following new Clause V as below:

V. The Authorized Share capital of the Company is Rs.72,00,00,000/- (Rupees Seventy Two Crores only) divided Into 4,00,00,000 (Four Crores) Equity Shares of Rs.10/- (Rupees Ten only) each amounting to Rs.40,00,00,000/- (Rupees Forty Crores only) and 32,00,000 (Thirty Two Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each amounting to Rs.32,00,00,000/- (Rupees Thirty Two Crores only). The Company shall have power from time to time to increase or reduce its capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, but so nevertheless that in the event of the capital of the Company (including the original capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf if contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.

9. To consider and if deemed fit, the following Resolution as a **Special Resolution**:

**RESOLVED THAT** in accordance with the provisions of Section 42, 47, 55 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment hereto or re-enactment thereof), the relevant provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to all necessary statutory or regulatory approvals, consents, permissions and/ or sanctions as may be deemed necessary including without limitation approvals from the Government of India, Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and all other appropriate authorities, Institutions or Bodies and all other applicable laws, issued from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and subject to the approval of the shareholders in the ensuing 71<sup>st</sup> Annual General Meeting, the consent of the Board of Directors be and is hereby accorded to offer, issue and allot 23,00,000 7% Cumulative Non-participating Redeemable Preference Shares of Rs.100/- each aggregating to Rs. 23 Crores (Rupees Twenty Three Crores only) on a private placement basis.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to –

- (a) decide and approve the other terms and conditions of the issue subject to agreement with the proposed allottee(s) and also shall be entitled

to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to the compliance with the applicable guidelines, notifications, rules and regulations;

- (b) accept any amendments, modifications, variations and alterations as the Government of India / RBI/ SEBI or any other regulatory authority may stipulate in that behalf;
- (c) allot the preference shares;
- (d) make available the preference shares in dematerialized form with NSDL and/or CDSL, if necessary;
- (e) designate one or more executives or persons as authorized signatories for any of the purposes mentioned above or to give effect to this resolution; and
- (f) approve all other acts and deeds as may be required to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions, consents from SEBI, Stock Exchanges, FIPB, RBI and such other authorities which may be necessary or desirable in relation to the issue of preference shares on private placement basis to give effect to this resolution.

**On Behalf of the Board**

**M.M. VENKATACHALAM**

(DIN: 00152619)

Chairman

**Place: Chennai**

Date: 18<sup>th</sup> June, 2019

## NOTES

1. **A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on a poll instead of him/her on a poll only. The proxy need not be a member of the company. A blank form of proxy is enclosed herewith and if intended to be used, it should be returned duly completed at the Registered Office of the Company not later than forty eight hours before the scheduled time of the commencement of 71<sup>st</sup> Annual General Meeting.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
3. Members are requested to intimate any change in their address, if any, immediately to the Company at its Registered Office quoting their folio number.
4. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is annexed herewith.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
6. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. Corporate members intending to send their Authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
8. Additional information pursuant to regulation 36 of the Listing Regulations and Secretarial Standards for General Meetings, viz. brief resume of Directors proposed to be appointed/ re-appointed at the AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se are provided in the Explanatory Statement forming part of the notice.
9. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday 17<sup>th</sup> July, 2019 to Wednesday, 24<sup>th</sup> July, 2019 (both days inclusive), for the purpose of Annual General Meeting.
10. Members are requested to notify the change in their address, if any, immediately, so that all communications can be sent to the latest address. In case of members holding shares in physical form, all intimations regarding change of address and change of bank account details are to be sent to Karvy Fintech Private Limited (Formerly known as Karvy Computershare Pvt. Ltd)., Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Members, who hold shares in electronic form, are requested to notify any change in their particulars like change in address, bank particulars etc. to their Depository Participants immediately.
11. The Securities and Exchange Board of India (SEBI) vide circular ref No.MRD/Dop/ CIR05/2007 dated April 27, 2007 made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transaction. In continuation of the said circular, it is hereby clarified that for securities market transactions and off-market/private transactions involving transfer of shares in listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA for registration of such transfer of shares.
12. Copies of the Annual Report 2019 are being sent by electronic mode only to the members whose Email ID's are registered with the Company/ Depository Participants for communication purposes unless any member has requested for

a hard copy of the same. In the case of members holding shares in physical mode whose Email IDs are registered with the Company/ Registrars Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private Limited), and have given consent for receiving communication electronically, copies of the Annual Report 2019 are being sent by electronic mode only. For members who have not registered their Email addresses, physical copies of the Annual Report 2019 are being sent by the permitted mode.

13. The Notice of the 71<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose Email addresses are registered with the Company/ Depository Participants unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose Email ID's are registered with the Company/ Registrars Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private Limited), and have given consent for receiving communication electronically, the Notice of the 71<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode. For members who have not registered their Email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
14. Members may also note that the Notice of the 71<sup>st</sup> Annual General Meeting and the Annual Report 2019 will also be available on the Company's website [www.coromandelengg.com](http://www.coromandelengg.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's Registrars Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private Limited) at: [einward.ris@karvy.com](mailto:einward.ris@karvy.com).
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
  1. **Voting through electronic means:**
    - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members the facility to exercise their right to vote at the 71<sup>st</sup> Annual General Meeting (AGM) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
    - ii. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
    - iii. The members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to cast their vote again.
    - iv. The Company has engaged the services of Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private Limited) ("Karvy") as the Agency to provide e-voting facility.
    - v. The Board of Directors of the Company has appointed Mr. R Sridharan, Practicing Company Secretary (Membership No. FCS 4775) of R Sridharan & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
    - vi. Voting rights shall be reckoned on the paid up value of shares registered in the

name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 17, 2019.

- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 17, 2019 only, shall be entitled to avail the facility of remote e-voting.
- viii. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 17, 2019, may obtain the User ID and password in the manner as mentioned below:
- i. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of [https:// evoting.karvy.com](https://evoting.karvy.com), the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - ii. Member may call Karvy's toll free number 1-800-3454-001.
  - iii. Member may send an e-mail request to [evoting.cecl@karvy.com](mailto:evoting.cecl@karvy.com). If the member is already registered with Karvy e-voting platform, then he can use his existing User ID and password for casting the vote through remote e-voting.
- ix. The remote e-voting facility will be available during the following period:
- Commencement of remote e-voting: From 9.00 a.m. (IST) on July 21, 2019
  - End of remote e-voting: At 5.00 p.m. (IST) on July 23, 2019.
- The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon the expiry of the aforesaid period.
- x. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, within 48 hours of conclusion of the Meeting, make a

consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.coromandelengg.com](http://www.coromandelengg.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchange.

- xi. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. July 24, 2019.

**xii. Instructions and other information relating to remote e-voting:**

1. A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depositories):
  - Open the internet browser and type the following URL: [https:// evoting.karvy.com](https://evoting.karvy.com)
  - Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit [https:// evoting.karvy.com](https://evoting.karvy.com) or contact toll free number 1-800-3454- 001 for your existing password.
  - After entering these details appropriately, Click on 'Login'.
  - You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@#\$,etc). The system will prompt you to change your password and update your contact details like mobile, Email,

etc, on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the E-Voting Event Number for Coromandel Engineering Company Limited.
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under 'FOR/ AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- Voting has to be done for each item of the Notice separately. In case, you do not desire to cast your vote on any specific item, it will be treated as abstained.
- Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm

else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).

- Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are also required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney/Authority letter etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer through e-mail at [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com). They may also upload the same in their e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name EVENT NO.'

B. In case a Member receives physical copy of the Notice by post (for Members whose email addresses are not registered with the Company/ Depositories)

- Initial password – These will be sent separately.
  - Please follow all steps from Sl. No. (i) to (xi) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

In case of any query pertaining to e-voting, please visit help and Frequently Asked Questions (FAQs) section available at Karvy's website: <https://evoting.karvy.com>.



## ANNEXURE TO THE NOTICE

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS: (ITEM NO. 2)

##### Item No. 2

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) recommends the re-appointment of Mr. M.A.M. Arunachalam (DIN:00202958), Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

##### Brief profile of Director

Mr. M.A.M Arunachalam is a graduate in Commerce and has done his Masters in Business Administration from University of Chicago. He has been Director in the Company since 1995. He also holds the post of Director in other Companies like Carborundum Universal Ltd., Parry Enterprises India Ltd, New Ambadi Estates Private Ltd., etc.,

##### Disclosure of relationships between Directors

##### Inter-se

Nil

##### Name of listed entities (other than CEC) in which Mr. M.A.M Arunachalam holds directorship and committee membership - As Annexed

Mr. M.A.M Arunachalam holds 361610 equity shares in the company.

##### Memorandum of Interest

Except Mr. M A M Arunachalam None of the Directors or their relatives or key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out under item No.2 of the Notice.

The Board recommends the resolution set forth in Item no.2 of the Notice for the approval of the members.

##### Item No 3

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company. On the recommendation of the Audit Committee,

the Board has appointed Mr. N.V. Thanigaimani, Cost Accountant (Membership No.15557), as Cost Auditor for the financial year 2018-19 at a remuneration of Rs.75,000/-(Rupees Seventy Five Thousand only) (exclusive of taxes as may be applicable) and reimbursement of out of pocket expenses, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified by the members under the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014.

##### Memorandum of Interest

None of the Directors or their relatives or key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out under item No.3 of the Notice.

The Board recommends the resolution set forth in Item no.3 of the Notice for the approval of the members.

##### Item No 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company. On the recommendation of the Audit Committee, the Board has appointed Mr. N.V. Thanigaimani, Cost Accountant (Membership No.15557), as Cost Auditor for the financial year 2019-20 at a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand only) (exclusive of taxes as may be applicable) and reimbursement of out of pocket expenses, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified by the members under the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014.

##### Memorandum of Interest

None of the Directors or their relatives or key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out under item No.4 of the Notice.

The Board recommends the resolution set forth in Item no.4 of the Notice for the approval of the members.

**Item No. 5**

In terms of Section 203 of the Companies Act, 2013 providing for the appointment of whole time key managerial personnel and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors subject to the approval of the members, appointed Mr. N. Velappan as the Manager and Key Managerial Personnel of the Company under Section 203 of the Companies Act, 2013, from 1<sup>st</sup> May, 2019 to 31<sup>st</sup> March 2020 on the terms and conditions as mentioned in the notice under item No. 5.

**Memorandum of Interest**

Except Mr. N Velappan, being an appointee, none of the Directors or their relatives or key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out under item No.5.

The Board recommends the resolution set forth in Item No.5 for the approval of the members.

**The information as required under Section II (B (iv) of Part II of Schedule V of the Companies Act, 2013 is given below:**

**I. General Information**

1. Nature of industry –Construction
2. Date or expected date of commencement of commercial production – Not Applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable
4. Financial performance based on given indicators
5. Foreign investments or collaborations, if any - Not applicable

(Rs. in Lakhs)

Parameter	2016-17*	2017-18*	2018-19*
Gross Income	3204.43	3337.72	4649.23
P B T	(785.42)	(1090.97)	(1146.15)
P A T	(767.85)	(1256.89)	(1181.90)
Net worth	2921.39	1668.34	478.08
Dividend on Equity	---	---	---

- Figures for 2016-17, 2017-18 and 2018-19 as per IND AS

**II. Information about the appointee:**

1. Background details: Worked in Industry for 36 years occupying several senior positions, as given below.
2. Past remuneration : Re-Appointed with effect from 1<sup>st</sup> May, 2018 and past remuneration as Manager is given below.
3. Recognition or awards : - Nil
4. Job profile and his suitability

Mr. N. Velappan, aged 57 years, passed his Bachelor of Engineering (Civil) in the year 1983 in first class with distinction from Annamalai University, Chidambaram. His first employment was with Public Works department, Tamil Nadu from June 83 to September 84. He joined Coromandel Engineering as a Graduate Engineer Trainee in September 84 and rose to the level of Associate Vice President in the year 2014. During the 36 years of service, he has worked in Industrial, Commercial, Institutional & Residential Projects.

Mr. Velappan was trained in Construction of Silos and Chimneys using Slipform Technique by M/s Interform, Sweden which was applied in Dalmia Cements and T. V. Tower Construction at Shimoga, Projects. Further, the Company had selected him and sent to Kansas, USA during November 1995 and trained in Pre - Engineered metal building systems through M/S. Butler Manufacturing Company - Kansas, USA.

Special Projects handled by him for CEC includes Dalmia Cements, T.V. Tower Anantapur & Shimoga, Construction of RCC Pylons (Boiler Supporting structures) for APSEB through BHEL, PEB Buildings for Ford & Visteon, Auditorium for Alagappa University and Spare Parts ware house for Daimler. He was on transfer to E.I.D. - Parry (India) Ltd. in between 1993 to 1996 for setting up their Acetic Acid Plant and Neemazal Plant (Green field project) in Cuddalore and re-inducted to CEC in 1996.

He has handled all functions - Tendering, Purchase, Agency - Procurement, Planning, Property Development, Projects, etc. in head office since 1996.

## 5. Remuneration proposed

Sl. No	Particulars	Amount paid	Amount Proposed
i	Basic	Rs 1,05,125 per month	Rs 1,05,125/- per month till 30 <sup>th</sup> June 2019 Rs 1,19,755 from 1 <sup>st</sup> July 2019
ii	Allowances	Rs 1,18,460 per month	Rs 1,18,460/- per month till 30 <sup>th</sup> June 2019 Rs 1,22,825 per month from 1 <sup>st</sup> July 2019
iii	LTA	13% of annual basic	13% of Annual Basic
iv	PF/SAF/Gratuity	As per statutory/ trust rules	As per Statutory/trust rules/Company Policy
v	Medical Reimbursement & Hospitalisation	Rs 15,000 per annum	Rs 15,000 each per annum
vi	Car Fuel	Rs 60,000 per annum	Rs 60,000 per annum
vii	Variable pay	Rs 5,81,400 /- linked to performance	RS 6,33,700/- linked to performance

Tax on the above is to be borne by employee as per statutory requirements.

**Item No.6**

Mr. N V Ravi is an architect and he has done his masters in architecture at the University of Michigan Ann Arbor. He was appointed as an Independent Director of the Company at the 66<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> July, 2014 for a term upto the conclusion of the 71<sup>st</sup> Annual General Meeting of the Company to be held in the calendar year 2019. Based on his skills, experience, knowledge and performance evaluation, it is proposed that Mr. N V Ravi be re-appointed for another term of five consecutive years as Independent Director of the company from 25<sup>th</sup> July, 2019 to 24<sup>th</sup> July, 2024 not liable to retire by rotation.

In accordance with Section 149 (10) and (11) of the Companies Act, 2013 an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's Report.

The Company has received from Mr. N V Ravi, a declaration in prescribed form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, his consent to act as Director in prescribed form DIR-2 and his disclosure of interest in prescribed form MBP-1.

In the opinion of the Board of Directors, Mr. N V Ravi, the Independent Director proposed to be

re-appointed, fulfills the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter of appointment of Mr. N V Ravi as an Independent Director setting out the terms and conditions would be available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. N V Ravi as an Independent Director.

**Memorandum of Interest**

Except Mr. N V Ravi being an appointee, none of the other Directors or their relatives is concerned or interested, financially or otherwise in the resolution set out under Item No.6 of the Notice.

The Board recommends the resolution set forth in Item No.6 for the approval of the members.

**Item No 7 and 8**

In order to raise funds to meet the repayment of debts and also augment working capital requirements, the Board at its meeting held on 18<sup>th</sup> June 2019 approved the proposal to increase the authorised preference share capital of the Company by the infusion of Capital in the form of issuance of Preference Shares on a Private Placement basis.

The existing Authorised Preference Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,000 (Twenty Five Lakhs) Preference Shares of Rs.100 (Rupees One Hundred) each. /-.

In order to accommodate the further issue of Cumulative Non –Participating Redeemable Preference Shares, it is proposed to increase the Authorised Preference Share Capital from Rs. 25,00,00,000 (Rupees Twenty Five Crores) to Rs 32,00,00,000 (Rupees Thirty Two Crores) comprising of 7,00,00,000 (Rupees Seven Crores) divided into 7,00,000 (Seven Lakhs) Preference Shares of Rs.100/- each.

The aforesaid increase in the Authorised Preference Share Capital by way of induction of the Cumulative Non-Participating Preference Share Capital will also require amendment to the capital clause of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13 and 61 of the Companies Act 2013, the alteration of the memorandum of association requires the approval of the members of the company by way of passing an ordinary resolution to that effect. Accordingly, the approval of the members is sought to increase the authorised share capital, introduce preference share capital as well as consequently alter the capital clause of the memorandum of association. A draft of the modified Memorandum of Association is available for inspection by the members of the company at its Registered Office during the normal business hours on any working day of the company up to the date of AGM.

#### **Memorandum of Interest**

None of the Directors or their relatives or key Managerial Personnel of the Company or their relatives is concerned or interested, financially or

otherwise in the resolution set out under item No.7 & 8 of the Notice.

The Board recommends the ordinary resolution set forth at item no 7 and 8 of the notice for the approval of the members.

#### **Item No.9**

In terms of Sections 42 and 55 of the Companies Act 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a company making an allotment of Preference Shares on private placement basis is required to obtain the approval of the members by way of a Special Resolution, for each of such offer or invitation.

It is proposed to obtain approval of the members under Sections 42, 55 and other applicable provisions, if any, of the Act, read together with the rules made thereunder (to the extent applicable), to enable the Company (hereinafter also called “Issuer”) to make a private placement offer of Cumulative Non-Participating Redeemable Preference Shares (“CNPRPS”) for an amount not exceeding 23 crores on the terms and conditions set out hereunder.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of Cumulative Non-Participating Redeemable Preference Shares (the “CNPRPS Issue”) are as follows:

(a)	The size of the issue and number of Preference share(s) to be issued and nominal value of each share.	23,00,000 (Twenty Three Lakhs) CNPRPS of nominal value of Rs 100 each aggregating to Rs 23 Crores (Twenty Three Crores).
(b)	The nature of such shares i.e. cumulative or non-cumulative, participating or non participating, convertible or non-convertible	The CNPRPS will be cumulative, non-participating and non – convertible.
(c)	The objectives of the issue.	The Proceeds of the issue will be primarily towards repayment of Debt and augment the working capital requirements.
(d)	The manner of issue of shares.	The CNPRPS will be issued on a Private Placement basis.
(e)	The price at which such shares are proposed to be issued	The CNPRPS are proposed to be issued at a nominal value of Rs 100 each.
(f)	The basis on which the price has been arrived at.	The CNPRPS will be issued at par. An Independent valuation report has been used to arrive at this price.

(g)	The terms of issue, including terms and rate of dividend on each share, etc.	The CNPRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment and shall be fully redeemed at par on maturity. Dividend on CNPRPS is payable at 7% p.a.
(h)	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	The CNPRPS may be redeemed early at the option of the Company either in full or in part in accordance of Section 55 of the Companies Act 2013 read with relevant rules thereunder. The CNPRPS are non-convertible and will be redeemed at par value.
(i)	The manner and mode of redemption.	The CNPRPS shall be redeemed in accordance of the Companies Act 2013 read with the relevant rules.
(j)	The current shareholding pattern of the Company.	The Shareholding Pattern of the Company as on March 31, 2019 is annexed to this Notice (Annexure A).
(k)	The expected dilution in equity share capital upon conversion of preference shares.	Not Applicable since the CNPRPS are proposed to be issued on non-convertible basis.

Further, as required under Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosures for issue of preference shares on private placement basis are as follows:

(a)	Particulars of the offer including date of passing of Board resolution.	The Board of directors at the meeting held on 18 <sup>th</sup> June 2019 approved the issuance of 7% CNPRPS on a private placement basis for an amount not exceeding Rs 23 Crores.
(b)	Kinds of securities offered and the price at which security is being offered	The Company proposes to issue Cumulative Non-Participating Redeemable Preference Shares (CNPRPS) at a nominal value of Rs 100 per share.
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	The CNPRPS will be issued at par. An Independent valuation report has been used to arrive at this price.
(d)	Name and address of valuer who performed valuation.	CA. Sujal Anil Shah SSPA & Co, Chartered Accountants 1 <sup>st</sup> Floor 'Arjun', Plot No 6A V.P. Road, Andheri (West) Mumbai – 400 058, India.
(e)	Amount which the Company intends to raise by way of such securities.	The Company intends to raise Rs 23 Crores by way of issue of CNPRPS.
(f)	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	The Company proposes to issue Cumulative Non-Participating, Non-Convertible Redeemable Preference Shares at a nominal value of Rs 100 each on a private placement basis  The CNPRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment  The CNPRPS may be redeemed early at the option of the Company either in full or in part in accordance of Section 55 of the Companies Act 2013 read with relevant rules thereunder.  The CNPRPS are non-convertible and will be redeemed at par value.  The Proceeds of the issue will be primarily towards repayment of Debt and augment the working capital requirements.

**Memorandum of Interest**

None of the Directors or their relatives or key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out under item No. 9 of the Notice.

The Board of Directors recommends the Special Resolution set forth at Item No. 9 of the Notice for the approval of the Members.

## ANNEXURE A

### SHAREHOLDING PATTERN

COROMANDEL ENGINEERING COMPANY LTD				
Shareholding Pattern as on 31 <sup>st</sup> March 2019				
S NO	DESCRIPTION	NO. OF SHAREHOLDERS	TOTAL SHARES	% EQUITY
1	TRUSTS	1	4800	0.01
2	RESIDENT INDIVIDUALS	4394	7199736	21.66
3	PROMOTERS	26	2099253	6.32
4	NON RESIDENT INDIANS	9	68740	0.21
5	CLEARING MEMBERS	3	3348	0.01
6	PROMOTER COMPANIES	20	21092874	63.47
7	DIRECTORS	3	929650	2.80
8	NON RESIDENT INDIAN NON REPATRIABLE	10	7627	0.02
9	BODIES CORPORATE	65	528528	1.59
10	NBFC	3	29500	0.09
11	DIRECTORS AND THEIR RELATIVES	10	535630	1.61
12	I E P F	1	18838	0.06
13	H U F	230	575744	1.73
14	PROMOTER TRUST	5	139330	0.42
	<b>Total:</b>	<b>4780</b>	<b>33233598</b>	<b>100.00</b>

**PREFERENCE SHAREHOLDING PATTERN AS ON THE DATE OF THIS NOTICE  
(7% CUMULATIVE REDEEMABLE PREFERENCE SHARES)**

S.NO	DESCRIPTION	NO OF SHAREHOLDERS	NO OF SHARES HELD	% OF SHAREHOLDING
1.	BODIES CORPORATE	3	7,00,000	100
	<b>TOTAL</b>	<b>7,00,000</b>	<b>7,00,000</b>	<b>100.00</b>

On Behalf of the Board

**M.M. VENKATACHALAM**

(DIN: 00152619)

Chairman

Place: Chennai

Date: 18<sup>th</sup> June, 2019

**DETAILS AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS 2015) CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETING**

Name of Director	M A M Arunachalam
DIN	00202958
Date of Birth	18/06/1967
Date of Appointment (initial)	06/09/1995
Qualification	Bachelors in Commerce and an MBA from University of Chicago
Expertise in specific functional areas	He has held senior positions covering various functions in the Murugappa Group of Companies spanning a period of two and a half decades.

**Directorships in other Companies /Memberships in Board Committees of other Companies**

Name of the Company	Board	Audit Committee	Stakeholders Relationship Committee	Other Committees
Carborundum Universal Limited	Director	-	Member	-
Coromandel Engineering Company Limited	Director	Member	Chairman	Corporate Social Responsibility Committee – Member
Ambadi Investments Limited	Director	-	-	-
New Ambadi Estates Private Limited	Director	-	-	-
Parry Enterprises India Limited	Managing Director	-	-	Member – Nomination & Remuneration Committee
AR Lakshmi Achi Trust	Director	-	-	-
MA Murugappan Holdings LLP	Designated Partner	-	-	-

Note : For Further details please refer the Corporate Governance Report Section of the Annual Report

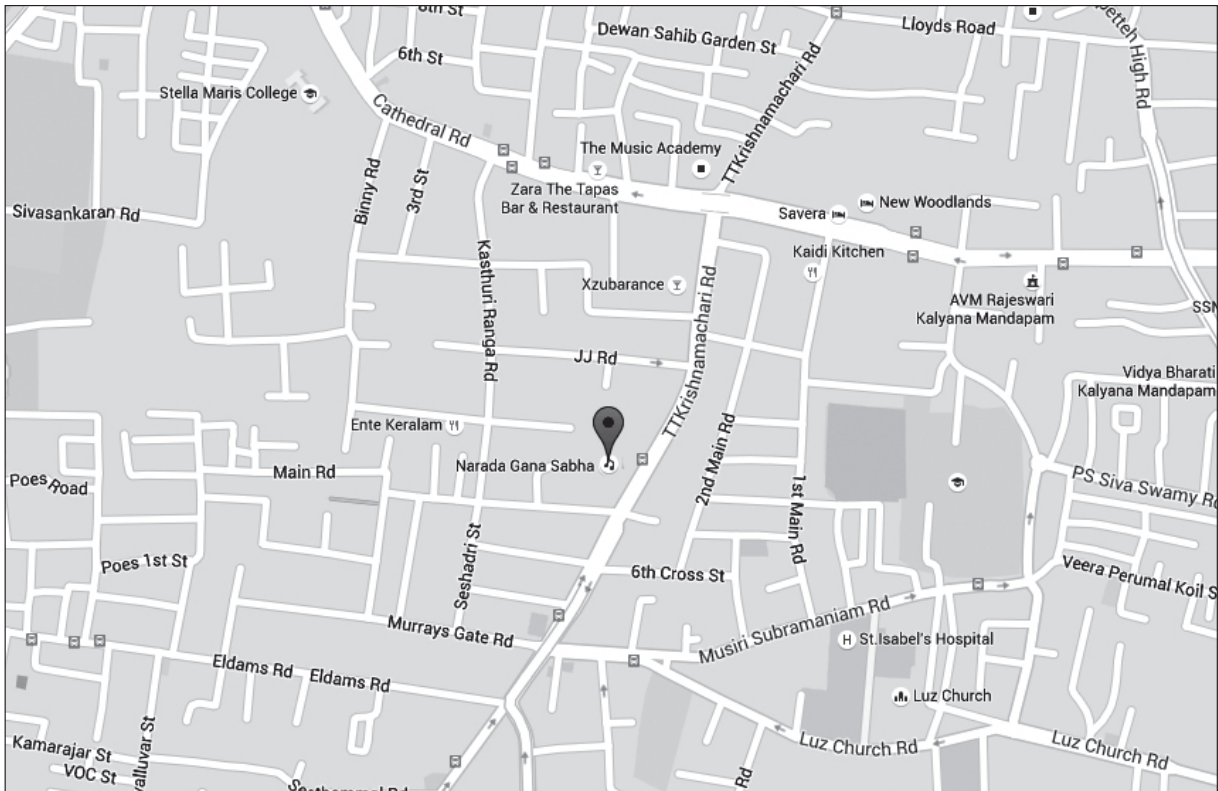
No of Shares held in the Company	361610
Inter Se Relationship with any other Directors of KMP of the Company	NIL

Name of Director	N V Ravi
DIN	00165666
Date of Birth	23/08/1955
Date of first appointment on the Board	28/07/2012
Qualification	Masters in Architecture from University of Michigan Ann Arbor.
Expertise in specific functional areas	Architecture & Civil Engineering
Number of Board Meetings attended during the year	4
List of Directorship held in other Companies	NIL
Membership/ Chairmanship of committees of the Board	1. Audit Committee - Member 2. Nomination and Remuneration Committee - Chairman
Shareholding in the Company	NIL
Relationship with other Director/KMP	NIL



**ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING**

VENUE: No 315, Mini Hall, Narada Gana Sabha, Alwarpet, Chennai – 600 018.





# COROMANDEL ENGINEERING COMPANY LIMITED



CIN: L74910TN1947PLC000343  
 Registered office: "Parry House 5th Floor, NO 43 Moore Street, Chennai - 600 001  
 Phone: 91- 44- 25301700, Email: coromandelengg@cec.murugappa.com, Website: www.coromandelengg.com

## ATTENDANCE SLIP

Sr.No. : SLNO  
 HOLDER  
 HOLDER\_ADD  
 HOLDER\_AD1  
 HOLDER\_AD2  
 HOLDER\_AD3  
 PIN : HOLDER\_PIN

I/We hereby certify that I/We am/are registered Member/Proxy for the registered Member of the Company and hereby record my/our presence at the 71st Annual General Meeting of the Company being held on Wednesday, 24th July, 2019 at 10:00 A.M. at NARADA GANA SABHA TRUST. "MINI HALL". No.314, TTK Road, Chennai - 600 018 or at any adjournment thereof in respect of such resolutions as mentioned in the Notice.

Members Folio/DP ID-Client ID No\*.

Member's/Proxy's name in Block Letters

Signature of Member / Proxy

Regd. folio/\*Client ID : DPID / HOLDER\_FOL

\*Applicable for members holding shares in electronic form.

No of Shares held : TOTAL\_SHAR

**NOTE: Members/Proxies to Members are requested to sign and handover this slip at the entrance of the venue of the Meeting.**

# COROMANDEL ENGINEERING COMPANY LIMITED

CIN: L74910TN1947PLC000343  
 Registered office: "Parry House 5th Floor, No. 43 Moore Street, Chennai - 600 001  
 Phone: 91- 44- 25301700, Email: coromandelengg@cec.murugappa.com, Website: www.coromandelengg.com

## FORM No. MGT-11 PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	: L74910TN1947PLC000343
Name of the Company	: Coromandel Engineering Company Limited
Registered Office	: Parry House, 5th Floor, No.43 Moore Street, Chennai-600001

Name of the Member	:
Registered Address	:
E-mail Id	:
Folio No/Client ID	:
DP ID	:

I/We, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:-  
 1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him / her  
 2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him / her  
 3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 71st Annual General Meeting of the Company to be held on Wednesday, 24th July, 2019 at 10:00 A.M. at NARADA GANA SABHA TRUST, "MINI HALL.", No.314, Road, Chennai- 600 018 or at any adjournment thereof in respects of such resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
<b>ORDINARY RESOLUTION</b>	
1.	To receive, consider and adopt the Directors' Report and the Audited Financial Statements for the year ended 31st March, 2019 and the Report of the Auditors thereon.
2.	To appoint a Director in the Place of Mr. M.A.M. Arunachalam (DIN:00202958), who retires by rotation and being eligible, offers himself for re-appointment
<b>Special Business</b>	
<b>Ordinary Resolution</b>	
3.	To ratify the remuneration of Cost Auditor for the financial year ended 31st March, 2019.
4.	To ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2020.
5.	To appoint Mr. N. Velappan as Manager under the provisions of the Companies Act, 2013
6.	To approve the increase in the authorised capital of the company
7.	To approve the amendment of the capital clause of the Memorandum of Association (MOA) of the Company
<b>Special Resolution</b>	
8.	To approve the issue of 7% Cumulative Non-Participating Redeemable Preference Shares
9.	To re-appoint Mr N V Ravi (DIN:00165666) as an Independent Director of the company

Signed this ..... day of ..... 2019

Signature of Member \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Affix One  
Rupee  
Stamp  
here

- Notes:**
- This form of proxy In order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
  - For the Resolutions, Statement and Notes Please refer to the Notice of the 71st Annual General Meeting.

## ELECTRONIC VOTING PARTICULARS

EVEN ( Electronic Voting Event Number)	User ID	Password / PIN
EVENT_NO	USER_ID	PWD

## INSTRUCTIONS FOR E-VOTING

Members are requested to follow the Instructions below to cast their vote through e-voting:

1. A In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company /Depositories):
    - i. Open the internet and type the following URL: <https://evoting.karvy.com>
    - ii. Enter the login credentials (i.e. User ID and password mentioned overleaf). The E- Voting Event Number+ Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
    - iii. After entering these details appropriately, click on 'login'.
    - iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@#\$, etc). The system will prompt you to change your password and update your contact details like mobile no., e-mail etc. on first login. You may also enter the secret question and answer at your choice to retrieve your password, in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
    - v. You need to login again with the new credentials.
    - vi. On successful login, the system will prompt you to select the E-Voting Event Number for Coromandel Engineering Company Limited.
    - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under 'FOR/AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/AGAINST' taken together should not exceed total shareholding as on the cut off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
    - viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
    - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
    - x. Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'Ok' to confirm else 'CANCEL' to modify. Once you confirm you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
    - xi. Corporate/institutional members {i.e. other than individuals, HUF NRI, etc.) are also required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Power Of Attorney/Authority letter etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer through e-mail at [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com). They may also upload the same in their e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name\_EVENT NO.'
  - B. In case a Member receives physical copy Of the Notice by post (for Members whose email addresses are not registered with the Company/Depositories):
    - a) Initial password – This is given overleaf..
    - b) Please follow all steps from Sl. No. (i) to (xi) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
  3. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
  4. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  5. The Board of Directors of the Company has appointed Mr. R Sridharan, Practicing Company Secretary (Membership No. FCS 4775) of R Sridharan & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
  6. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 17, 2019.
  7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 17, 2019 only, shall be entitled to avail the facility of remote e-voting.
  8. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 17, 2019, may obtain the User ID and password in the manner as mentioned below:
    - a) If e-mail address or mobile number of the member is registered against Folio No. DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter; Folio No. or DP ID Client ID and PAN to generate a password.
    - b) Member may call Karvy's toll free number 1-800-3454-001
    - c) Member may send an e-mail request to [cecl@karvy.com](mailto:cecl@karvy.com) if the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
  9. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. July 24 2019.
  10. In case of any query pertaining to e-voting, please visit help and Frequently Asked Questions (FAQs) section available at Karvy's website <https://evoting.karvy.com>.
  11. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting, will, within 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.coromandelengg.com](http://www.coromandelengg.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchange.

Note:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your log in Id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any Other person and take utmost care to keep it confidential.

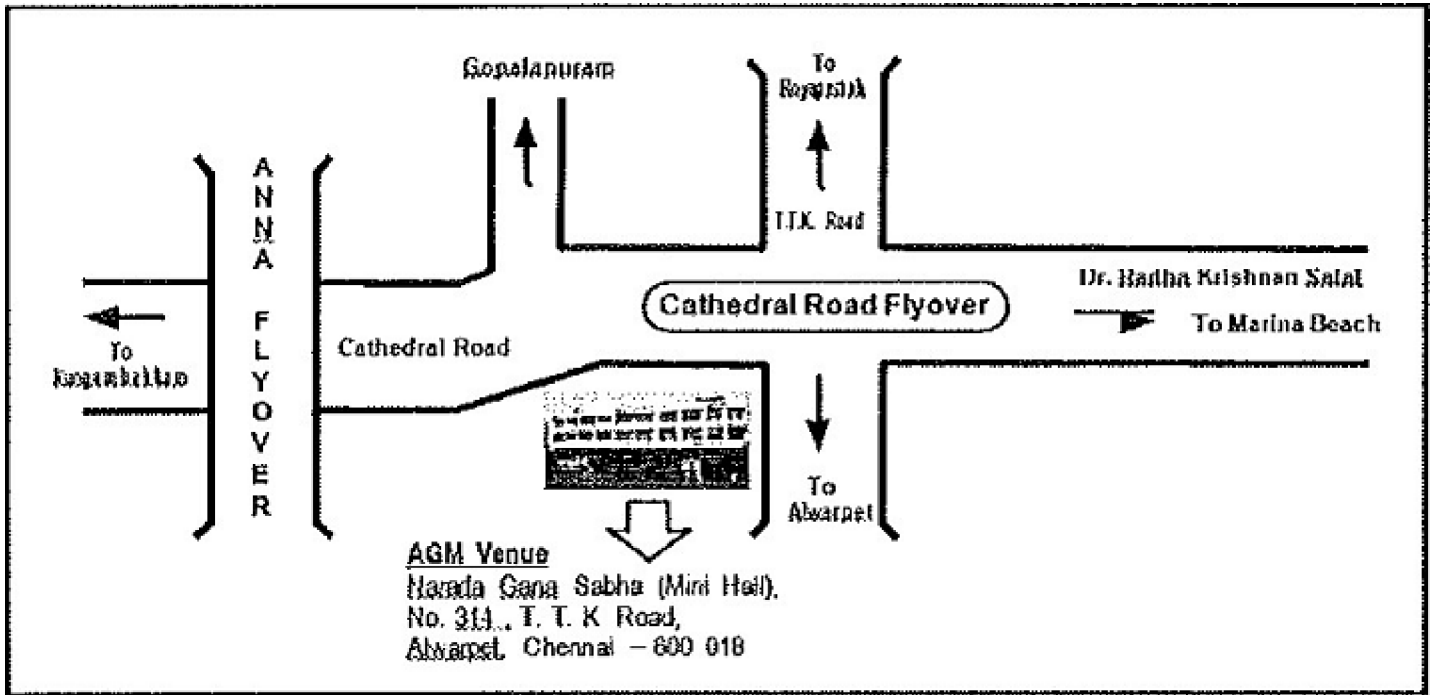
Yours faithfully,

For Coromandel Engineering Company Limited

M.M. Venkatachalam  
Chairman

Place: Chennai,  
Date: 15th May, 2019  
Registered Office; "Parry House" 5th Floor, No.43, Moore Street, Chennai- 600 001  
CIN: L74910TN1947PLC000343

### Route map to AGM Venue









*If undelivered please return to:*

**COROMANDEL ENGINEERING COMPANY LIMITED**

Registered Office :

Parry House, V Floor, 43, Moore Street, Chennai - 600 001

Ph: +91-44-25301700 | [www.coromandelengg.com](http://www.coromandelengg.com)