



03rd January, 2024

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

Scrip Code: 533167

Sub: Postal Ballot Notice - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please find enclosed the Notice of Postal Ballot ("**Notice**") together with the Explanatory Statement seeking approval of Members of the Company by way of Ordinary Resolution for Reclassification of Promoter/ Promoter group of the Company from "Promoter group" Category to "Public" category", which was sent through electronic mode to the shareholders of the Company, today, i.e. January 03, 2024, whose email ID's are registered with Company/Registrar and Share Transfer Agent/Depository/Depository Participants and whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Saturday, December 30, 2023** ("**Cut off date**") for seeking their approval by way of postal ballot through electronic means only.

In compliance with the provisions of section 108 and 110 of the Companies Act, 2013 read with the rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to its Members to enable them to cast their votes electronically in respect of the special business as mentioned in the postal ballot notice.

Further, kindly note the schedule of events for Postal Ballot (E -voting) are as under:

| Item No. | Particulars | Day, Date and Time |
|-----------------|---|--|
| 1 | Date of Completion of dispatch of Notice (in electronic mode) | Wednesday, January 03, 2024 |
| 2 | E-voting Commencement date and time | Thursday, January 04, 2024 at 09.00 a.m. IST |
| 3 | E-voting end date and time | Friday, February 02, 2023 at 05.00 p.m. IST |



Coromandel Engineering Company Limited

(ISO 9001:2015 & ISO 45001:2018 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

Website: www.coromandelengg.com

The voting results of the Postal Ballot will be announced within two working days of the conclusion of e-voting. The members can vote on resolution through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

Soft copy of the said Postal Ballot Notice along with explanatory statement and instructions for e-voting can also be accessed at the Company's website at <https://www.coromandelengg.com/> and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>. You are requested to kindly take the above information on record.

Thanking you

Yours faithfully,

For Coromandel Engineering Company Limited

C. Parvathi Nagaraj

Company Secretary & Compliance Officer

Encl: a/a



COROMANDEL ENGINEERING COMPANY LIMITED

CIN: L74910TN1947PLC000343

Registered Office: Parry House, 5th Floor 43, Moore Street, Chennai – 600001

Email ID: cscecl@cec.murugappa.com **Phone No.** 044 - 25301700

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting the postal ballot through remote e-voting vide, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated 23 June 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standard - 2 ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolution as appended below is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system. Further, the explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-voting facility only, to its Members to enable them to cast their votes electronically instead of submitting Postal Ballot forms physically.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Postal Ballot Notice is being sent only by electronic mode to those shareholder(s) who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or Depository/ Depository Participants. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. Members are

requested to follow the procedure as stated under the instructions for casting of votes by remote e-voting which is enclosed.

The Company has engaged the services of KFin Technologies Limited as its agency for providing e-voting facility to its members. Only members holding shares as on **30th December, 2023 (the "Cut Off Date")** are entitled to vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights as on cut -off date should treat the Notice for information purpose only.

The remote e-voting commences on 4th January 2024 at 9.00 a.m. IST and ends on 02nd February, 2024 at 5.00 p.m. IST (both days inclusive). Once the vote is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Pursuant to Rule 22(5) of the Rules, the Company has appointed Ms. Srinidhi Sridharan of Srinidhi Sridharan & Associates, Company Secretaries (Membership No FCS - 12510 /COP - 17990), as the scrutinizer (the "**Scrutinizer**") for conducting the Postal Ballot (conducted through remote e-voting), in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting through postal Ballot unblock the votes cast through e-voting and after completion of scrutiny of votes, the Scrutiniser will submit her report to the Chairman of the Company or any person authorised by him. The results of the voting conducted through Postal Ballot along with the Scrutiniser Report will be announced within two working days of the conclusion of remote e-voting. The results of the Postal Ballot will be displayed on the Company's website, i.e. <https://www.coromandelengg.com/>, the website of KFin Technologies Limited, i.e. www.kfintech.com and also shall be communicated to BSE Limited ("BSE") where the equity shares of the Company are listed and be made available on their website.

The resolution, if approved by the requisite majority, shall be deemed to be passed on 2nd February, 2024 i.e., the last date specified for receipt of votes through the remote e-voting process.

SPECIAL BUSINESS:

Item No.1 - Reclassification of Promoter/ Promoter Group of the Company from "Promoter Group" Category to "Public" Category

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of the Listing Regulations (including any statutory amendments made thereto) and other applicable laws and subject to necessary approvals from the stock exchange where the equity shares of the Company are listed namely, BSE Limited ("Stock Exchange"), and other appropriate statutory authorities as may be required, approval of the members of the Company be and is hereby accorded for re-classification of the shareholders listed hereunder, from the 'promoter/promoter group' category to the 'public' category:

| S.No. | Name | Promoter/ Promoter Group | Number of equity shares held | % of shareholding |
|--------------|--|---|---|------------------------------|
| 1 | M V Murugappan HUF (Karta – Valli Arunachalam) | Promoter | 68,910 | 0.21% |
| 2 | Valli Arunachalam | Promoter Group | 1,60,956 | 0.48% |
| 3 | Vellachi Murugappan | Promoter Group | 1,81,755 | 0.55% |
| | | Total | 4,11,621 | 1.24% |

RESOLVED FURTHER THAT the Promoter/Promoter group seeking reclassification, as specified above, have confirmed compliance with the conditions specified under Regulation 31A(3)(b) of the Listing Regulations.

RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange for reclassification of the above persons, the Company shall effect such reclassification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations, and shall ensure necessary compliance, as may be applicable.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to perform all such acts, deeds, matters and things as may be required, to execute all documents as may be required and take all such steps and decisions to give full effect to the aforesaid resolutions.

For Coromandel Engineering Company Limited

Sd/-

C. Parvathi Nagaraj
Company Secretary

Date: 27th November, 2023

Place: Chennai

Notes

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolution setting out the material facts concerning the said item and the reasons thereof is annexed hereto.
2. The Notice is being sent only in electronic form to all the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners, as received from National Securities Depositories Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on 30th December, 2023
3. In compliance with the provisions of Section 108 and Section 110 of the Companies Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations

and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically.

The detailed procedure with respect to remote e-voting is mentioned in this Notice.

4. The remote e-voting shall commence on 04th January, 2024 at 9.00 a.m. IST and ends on 02nd February, 2024 at 5.00 p.m. IST. During this period, Members of the Company holding shares in physical or electronic form as on 30th December, 2023 ("**Cut-Off Date**"), may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter.

5. This Notice has been placed on the Company's website at <https://www.coromandelengg.com/> and KFin Technologies Limited, i.e. <https://evoting.kfintech.com/> and will also be available on the website of Stock Exchange i.e., www.bseindia.com.

6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the said Cut-Off Date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will be entitled to cast their votes by e-voting.

7. The Company has appointed Ms. Srinidhi Sridharan of Srinidhi Sridharan & Associates, Company Secretaries (Membership No FCS - 12510 /COP - 17990) as scrutinizer ("**Scrutinizer**") for conducting the postal ballot (through remote e-voting process) in a fair and transparent manner.

The Scrutinizer shall, after conclusion of the voting period, scrutinize the votes cast through remote e-Voting and prepare the Scrutinizer Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the remote e-Voting by Postal Ballot will be announced within two working days of the conclusion of the remote e-Voting.

8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.coromandelengg.com/> and KFin Technologies Limited, i.e. <https://evoting.kfintech.com/> immediately after the result is declared, and the same shall be communicated to the BSE Limited, where the Equity Shares of the Company are listed.

9. The Resolution, if passed by the requisite majority through postal ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. 02nd February, 2024

10. Members who have not registered or who wish to update their e-mail ID, postal address, telephone/mobile numbers, Permanent Account Numbers, bank account details are requested to register/intimate the same with their Depository Participant, if the shares are held by them in electronic form and in case of members holding shares in physical form, all intimations are to be sent to KFin Technologies Limited, Registrar and Transfer Agent, at einward.ris@kfintech.com.

The Instructions of Shareholders for Remote E-Voting:

I. Individuals holding shares in demat mode:

In line with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, Members (individuals holding shares in demat mode) can avail remote e-voting facility, by using a single login credential through websites of Depositories/Depository Participants (DPs).

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. User already registered for IDeAS e-Services:</p> <p>a) Visit URL: https://eservices.nsdl.com. b) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. c) A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. d) Click on "Access to e-Voting" appearing on the left-hand side under e- Voting services and you will be able to see e-Voting page. e) Click on options available against company name or e-Voting service provider - KFinTech and you will be re-directed to KFinTech's e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. User not yet registered for IDeAS e-Services</p> <p>a) To register, click on link : https://eservices.nsdl.com b) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c) Kindly provide the necessary details for registration. d) Please follow steps given in point 1 for casting vote.</p> <p>3. Directly accessing the e-Voting website of NSDL</p> <p>a) Open URL: https://www.evoting.nsdl.com/ b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. c) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. d) After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing user already registered for Easi/Easiest</p> <p>a) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com b) Click on New System Myeasi c) After successful login of Easi/Easiest the user will be also able to see the e- Voting Menu. The Menu will have links of ESP i.e. KFinTech portal. Click on KFinTech to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>a) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration b) Kindly provide the necessary details for registration. c) Please follow the steps given in point 1 for casting vote.</p> |

| | |
|--|--|
| | <p>3. Directly accessing the e-Voting website of CDSL</p> <p>a) Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>b) Enter your demat account number and PAN No.</p> <p>The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. KFinTech where you can vote during the remote e-Voting period.</p> |
| Individual Shareholder login through their demat accounts/Website of Depository Participant | <p>a) You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>b) Once logged-in, you will be able to see e-Voting option. Once you click on e- Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>c) Click on options available against company name or e-Voting service provider - KFinTech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.</p> |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk corner – for assistance on e-voting through NSDL / CDSL websites

| | | |
|---|--|--|
| Members may reach NSDL / CDSL through the below stated contact information for any assistance or for addressing any technical issues during the e-voting process: | NSDL CONTACT DETAILS | CDSL CONTACT DETAILS |
| E-mail | evoting@nsdl.co.in | helpdesk.evoting@cdslindia.com |
| Contact Number (Toll Free) | 1800 1020 990 and 1800 22 44 30. | 022- 23058738 or 022- 23058542-43 |

II. In case of Members other than individuals and those holding securities in physical mode

A. In case a Member receives an e-mail from RTA [for Members whose e-mail addresses are registered with the Company/Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be Event number -7821 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".

- iv. You will now reach 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 number, e-mail address etc., on first login. You may also enter a 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select e-voting event i.e. Coromandel Engineering Company Limited. Now you are ready for e-voting as "cast vote" page opens.
- 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- 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. You may cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, 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.
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF) of the Board Resolution/ Authorisation Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Coromandel Engineering Company –Postal Ballot".

B. Members holding shares in dematerialised form whose e-mail addresses are not registered with the Company/DPs:

Members who have not registered their e-mail addresses are requested to follow the procedure listed down herein below for registering their e-mail address:

| Type of holder | Process to be followed for registration of e-mail address and mobile number |
|-----------------------|--|
| Physical | <p>Members are requested to send the following documents to the Company's RTA by way of 'In Person Verification' (IPV) or Post to the RTA's office or electronic mode with e-sign to einward.ris@kfintech.com or cscecl@cec.murugappa.com:</p> <ul style="list-style-type: none"> - Form ISR-1 duly signed for updation of KYC details including e-mail address; - Signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number; - Self-attested copy of PAN; - Self-attested copy of any address proof including Aadhar, Passport etc.; - Copy of share certificate(s) (front and back). |
| Demat | <p>Members may contact their DPs and register or update their respective e-mail addresses in the demat account, as per the process recommended by the DP.</p> |

Further, after providing the e-mail request as above, Members are requested to send the hard copy of the documents stated hereinabove addressed to M/s. KFin Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032.

After receiving the e-voting instructions, please follow all steps as mentioned above to cast your vote by electronic means.

In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) at evoting@kfintech.com or call KFintech's toll free No. 1-800-3094-001 for any further clarifications.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102, 110 OF THE COMPANIES ACT, 2013 AND REGULATION 17 (11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No.1:

The Company had received applications dated 08th November, 2023 received by the Company on 10th November, 2023 from the following shareholders ("Outgoing Promoters") belonging to the promoter /promoter group of the Company for re-classification from the 'promoter / promoter group' category to 'public' category shareholder in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"):

| S. No. | Name | Promoter/ Promoter Group | Number of Equity Shares held | % of shareholding |
|---------------|--|---|---|------------------------------|
| 1. | M V Murugappan HUF (Karta - Valli Arunachalam) | Promoter | 68,910 | 0.21% |
| 2. | Valli Arunachalam | Promoter Group | 1,60,956 | 0.48% |
| 3. | Vellachi Murugappan | Promoter Group | 1,81,755 | 0.55% |
| | | Total | 4,11,621 | 1.24% |

The application for reclassification is pursuant to the family settlement as recorded in the memorandum recording family arrangement dated 20th August, 2023 (as amended) amongst the Murugappa Family and the Outgoing Promoters, being family branch of Late Mr. M V Murugappan, by way of which the Outgoing Promoters have segregated from the Murugappa Family by separation of business and other affairs.

Pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the promoter/promoter group seeking re-classification, have confirmed that each of them along with the persons related to them:

- (a) do not, together, hold more than 10% of the voting rights in the Company;
- (b) do not exercise control over the affairs of the Company directly or indirectly;
- (c) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (d) are not represented on the Board (including not having a nominee director) of the Company;
- (e) are not acting as Key Managerial Personnel in the Company;
- (f) are not 'wilful defaulter' as per the Reserve Bank of India Guidelines; and
- (g) are not fugitive economic offenders.

Further, the promoters seeking re-classification have also affirmed to comply with the conditions prescribed in Regulation 31A (4) of Listing Regulations, at all times.

As on date of this Notice, the Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have trading in its shares suspended by the Stock Exchange and does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchange or the depositories.

Accordingly, on the basis of the rationale provided above and in accordance with the provisions of Regulation 31A of the Listing Regulations, the Board of Directors at their meeting held on 27th November, 2023 analysed the request letter received from the Outgoing Promoters and were of the view that the request of the Outgoing Promoters for re-classification from the 'Promoter and Promoter Group' category to 'Public' category shareholder be accepted and approved, which shall be subject to the approvals of shareholders and the Stock Exchange, and/or such other approval, if any as may be necessary in this regard.

The Board of Directors of the Company recommends the resolution as set out in item No. 1 of the Notice for the approval of the members of the Company as an ordinary resolution.

None of the directors or key managerial personnel of the Company or their relatives, are in anyway concerned or interested in the proposed resolution as set out in item No. 1 of the Notice.

Further, the promoter/promoter group seeking reclassification and persons related to them shall not vote to approve such reclassification request.

For Coromandel Engineering Company Limited

Sd/-

C. Parvathi Nagaraj
Company Secretary

Date: 27th November, 2023

Place: Chennai