



**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

July 24, 2019

BSE Limited  
Floor 25, P J Towers  
Dalal Street Mumbai 400 001  
Fax No.,22722037/39/41/61

**SCRIP CODE-533167**

Dear Sir

Sub: 71<sup>st</sup> Annual General Meeting ("AGM") and voting results

In continuation to our letter dated 18<sup>th</sup> June 2019, 71<sup>st</sup> Annual General Meeting ('AGM') of the Company was held today and the businesses mentioned in the Notice dated June 18, 2019 were transacted.

In this regard, Please find enclosed the following-

- 1) Summary of proceedings as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3) Report of Scrutinizer dated July 24, 2019, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xvi) of the Companies (Management and Administration) Rules, 2014.

Kindly take the above information on record.

Thanking you

Yours faithfully  
For COROMANDEL ENGINEERING COMPANY LIMITED

*C. Parvathi Nagaraj*

C.Parvathi Nagaraj  
COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl.: a/a.



**murugappa**



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**GIST OF THE PROCEEDINGS OF THE SEVENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF COROMANDEL ENGINEERING COMPANY LIMITED HELD ON WEDNESDAY, JULY 24, 2019 AT 10:00 A.M. AT NARADA GANA SABHA TRUST, 'MINI HALL' NO.315, TTK ROAD, CHENNAI – 600018.**

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Mr. M.M.Venkatachalam, Chairman, took the Chair and welcomed the members to the 71<sup>st</sup> Annual General Meeting ('AGM') of the Company.

The requisite quorum being present, the Chairman called the meeting to order.

The Chairman introduced the Directors and senior officers present on the dais, the representative of CNGSN & Associates LLP, Statutory Auditors and Ms. Shrinidhi Sridharan of Shrinidhi Sridharan & Associates, Secretarial Auditors and Mr. R. Sridharan of R. Sridharan & Associates, Scrutinizer, present at the AGM.

The Chairman informed the members that the Register of Directors' and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested were available in the meeting and would remain accessible to the Members for inspection, if they so desire.

The Chairman further informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had provided the members the facility to cast their vote electronically (remote e-voting) on Karvy e-voting platform in respect of all the businesses mentioned in the Notice dated July 18, 2019. He further informed that the e-voting commenced at 9.00 a.m. on July 21, 2019 and ended at 5.00 p.m. on July 23, 2019. The Board of Directors had appointed Mr. R. Sridharan of R. Sridharan & Associates, Company Secretaries, as the Scrutinizer for the purpose of scrutinizing both, the remote e-voting and the physical voting at the Meeting, in a fair and transparent manner.

The Chairman also informed that the voting rights shall be in proportion to the shareholding of the members as on the cut-off date i.e. July 17, 2019.

The Chairman then informed that members, who have not casted their vote electronically, may cast their votes at the Meeting through Ballot Papers.

With the concurrence of the members, the Notice convening the 71<sup>st</sup> Annual General Meeting along with the Annual Report and Auditors Reports were taken as read. The Chairman also briefed the members on the performance of the Company for the year ended 31<sup>st</sup> March, 2019.

The Chairman thereafter informed the members about the resolutions to be voted at the Meeting.



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The following items of business, as per Notice dated June 18, 2019 were transacted at the meeting:

**Ordinary Business:**

1. Adoption of Financial Statements for the financial year ended 31<sup>st</sup> March, 2019, Reports of Board of Directors & Auditors thereon. **(Ordinary Resolution)**
2. Appointment of Mr. M A M. Arunachalam (DIN: 00202958) as director who retires by Rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**

**Special Business:**

3. Ratification of remuneration to Cost Auditor for the financial year ended 31<sup>st</sup> March, 2019. **(Ordinary Resolution)**
4. Ratification of remuneration to Cost Auditor for the financial year ending 31<sup>st</sup> March, 2020. **(Ordinary Resolution)**
5. Appointment of Mr.N. Velappan as "Manager" of the Company under the provisions of the Companies Act, 2013. **(Ordinary Resolution)**
6. Re-appointment of Mr. N V Ravi (DIN: 00165666) as an Independent Director of the Company. **(Special Resolution)**
7. Approval of the increase in the authorised capital of the company. **(Ordinary Resolution)**
8. Approval of the amendment of the capital clause of the Memorandum of Association (MOA) of the company. **(Ordinary Resolution)**
9. Approval of the issue of 7% Cumulative Non-Participating Redeemable Preference Shares. **(Special Resolution)**

Thereafter the Chairman ordered a Poll to be taken at the Meeting through Ballot Papers and requested the members to cast their votes.

The Chairman then invited the members for their comments and queries on the workings and financials of the company for the year ended 31<sup>st</sup> March, 2019. A shareholder raised queries on the company's performance and future prospects. The Chairman replied to the queries and provided necessary clarifications to the shareholders.



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The Chairman informed the members that the consolidated results of remote e-voting and the physical voting at the Meeting along with consolidated report of the Scrutinizer shall be displayed at the Notice Board at the Registered Office of the Company and shall also be placed on the websites of the Company as well as that of Karvy. The above results and Scrutinizer's report shall also be announced to BSE Limited within 48 hours of the conclusion of the meeting.

Thanking the members for their participation, suggestions and comments, the Chairman declared the formal closure of the 71<sup>st</sup> Annual General Meeting of the Company.

Based on the consolidated Scrutinizers' Report, all the aforesaid resolutions were passed with requisite majority.

The meeting was concluded at 10:30 A.M.

For **Coromandel Engineering Company Limited**

*C. Parvathi Nagaraj*

C.Parvathi Nagaraj  
Company Secretary and Compliance Officer

Date: July 24, 2019



**murugappa**

**Consolidated Scrutinizer's Report**

24<sup>th</sup> July, 2019

**The Chairman**  
**COROMANDEL ENGINEERING COMPANY LIMITED,**  
**"Parry House", 5<sup>th</sup> Floor,**  
**No.43, Moore Street,**  
**Chennai - 600 001.**

**Ref: The 71<sup>st</sup> Annual General Meeting of the members of Coromandel Engineering Company Limited held on Wednesday, 24<sup>th</sup> July, 2019 at 10.00 a.m. at No.315, Mini Hall Naradha Gana Sabha, Alwarpet, Chennai-600018.**

Dear Sir,

The Board of Directors of **Coromandel Engineering Company Limited** vide resolution dated 15<sup>th</sup> May, 2019 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 have appointed us viz. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process held between Sunday, July 21, 2019 (9.00 AM) (IST) to Tuesday, July 23, 2019 (5.00 PM) (IST) and to conduct the Polling process relating to the 71<sup>st</sup> Annual General Meeting of the members of the Company, held on Wednesday, 24<sup>th</sup> July, 2019 at 10.00 a.m at No.315, Mini Hall Naradha Gana Sabha, Alwarpet, Chennai-600018. The shareholders of the Company as on the "cut off" date i.e. Wednesday, 17<sup>th</sup> July, 2019 were entitled to vote as set out in the notice of the AGM.

We now submit our consolidated Report as under:

1. After the announcement of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. After the time fixed for closing of the poll, the locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K Satheesh and Mr. N Naveenraj, who are the witnesses and not in the employment of the company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the Karvy Fintech Private Limited.
4. The consolidated result (Remote E-voting and Poll) of the said Resolutions are as under:

CEC- CONSOLIDATED SCRUTINIZER REPORT – AGM DATE 24-7-2019



**Item No. 1 - Adoption of Audited Financial Statements, Reports of Board of Directors & Auditors thereon for the financial year ended 31<sup>st</sup> March, 2019.**

**Ordinary Resolution**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>44</b>	<b>19382121</b>	<b>2</b>	<b>802465</b>	<b>20184586</b>	<b>100.00</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.0</b>

(iii) **Invalid Votes:**

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

**As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed unanimously.**



**Item No. 2 – Re-Appointment of Mr. M.A.M. Arunachalam, (DIN:00202958) as a director liable to retire by rotation.**

**Ordinary Resolution**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>42</b>	<b>18991300</b>	<b>2</b>	<b>802465</b>	<b>19793765</b>	<b>98.0638</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>2</b>	<b>390821</b>	<b>0</b>	<b>0</b>	<b>390821</b>	<b>1.9362</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

**As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.**





**Item No. 3 – Ratification of payment of remuneration to Cost Auditor for the financial year ended 31<sup>st</sup> March, 2019.**

**Ordinary Resolution**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>44</b>	<b>19382121</b>	<b>2</b>	<b>802465</b>	<b>20184586</b>	<b>100.00</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.0</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

**As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed unanimously.**

CEC- CONSOLIDATED SCRUTINIZER REPORT – AGM DATE 24-7-2019







**Item No. 4- Ratification of payment of remuneration to Cost Auditor for the financial year ending 31<sup>st</sup> March, 2020.**

**Ordinary Resolution**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>44</b>	<b>19382121</b>	<b>2</b>	<b>802465</b>	<b>20184586</b>	<b>100.00</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.0</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

**As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed unanimously.**

CEC- CONSOLIDATED SCRUTINIZER REPORT – AGM DATE 24-7-2019



**Item No. 5 – Re-appointment of Mr. N. Velappan as Manager of the Company.**

**Ordinary Resolution**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>44</b>	<b>19382121</b>	<b>2</b>	<b>802465</b>	<b>20184586</b>	<b>100.00</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.0</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

**As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed unanimously.**

**Item No. 6 – Re-appointment of Mr. N.V.RAVI ,(DIN:00165666) as Independent Director of the Company.**

**Special Resolution**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>44</b>	<b>19382121</b>	<b>2</b>	<b>802465</b>	<b>20184586</b>	<b>100.00</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.0</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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 with regard to Item No.6 as set out in the Notice of the AGM is passed unanimously.**

CEC- CONSOLIDATED SCRUTINIZER REPORT – AGM DATE 24-7-2019





**Item No. 7 – Increase in the authorized Share Capital of the Company.**

**Ordinary Resolution**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>44</b>	<b>19382121</b>	<b>2</b>	<b>802465</b>	<b>20184586</b>	<b>100.00</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.0</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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 with regard to Item No.7 as set out in the Notice of the AGM is passed unanimously.**



**Item No. 8 – Amendment of the capital clause of the Memorandum of Association (MOA) of the Company.**

**Ordinary Resolution**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>44</b>	<b>19382121</b>	<b>2</b>	<b>802465</b>	<b>20184586</b>	<b>100.00</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.0</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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 with regard to Item No.8 as set out in the Notice of the AGM is passed unanimously.**

**Item No. 9 – Issue of 7% Cumulative Non-Participating Redeemable Preference Shares**

**Special Resolution**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>44</b>	<b>19382121</b>	<b>2</b>	<b>802465</b>	<b>20184586</b>	<b>100.00</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.0</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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 with regard to Item No.9 as set out in the Notice of the AGM is passed unanimously.**



5. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" for each resolution is enclosed.

6. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

**Thanking you,**

**Yours faithfully,**

**For R. Sridharan & Associates**  
**Company Secretaries**

*[Handwritten signature]*  
**CS R. Sridharan**  
**CP No. 3239**  
**FCS No. 4775**

