



**April 17, 2024**

Listing Department,  
BSE Limited,  
Phiroz Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**Scrip Code: 533167**

Dear Sir/Madam,

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

Please find enclosed the Notice of Postal Ballot ("**Notice**") together with the Explanatory Statement seeking approval of Members of the Company in respect of the following resolution:

<b>Item No.</b>	<b>Type of Resolution</b>	<b>Description of Resolution</b>
1.	Special Resolution	Appointment of Ms. S Sridevi (Din: 09634057) as an Independent Director of the Company
2.	Special Resolution	Appointment of Mr. M. Asir Raja Selvan (Din: 07586210) as an Independent Director of the Company

which was sent through electronic mode to the members of the Company, on April 16, 2024, whose email IDs 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 **Friday, 12<sup>th</sup> April, 2024 ("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 KFin Technologies Limited 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.

**Coromandel Engineering Company Limited**

(ISO 9001:2015 &amp; ISO 45001: 2018 Certified Company)

Registered &amp; Corporate Office

Bascon Futura, New No. 10/2, Old No. 56L,

Venkatanarayana Road, T. Nagar, Chennai – 600 017

Tel: 25301700; Website: [www.coromandelengg.com](http://www.coromandelengg.com)

CIN No.: L74910TN1947PLC000343

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, 17 <sup>th</sup> April, 2024
2.	E-Voting Commencement Date and time	Thursday, 18 <sup>th</sup> April 2024 at 09.00 A.M. IST
3.	E-Voting end date and time	Friday, 17 <sup>th</sup> May 2024 at 05.00 P.M. IST

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**

**Akila M**

**Company Secretary & Compliance Officer**

Encl: a/a



**COROMANDEL ENGINEERING COMPANY LIMITED**  
**(CIN: L74910TN1947PLC000343)**

**Registered office: "Parry House", 5<sup>th</sup> Floor, 43, Moore Street, Chennai – 600001**

E-mail: [cscecl@cec.coromandel-group.com](mailto:cscecl@cec.coromandel-group.com)

website: [www.coromandelengg.com](http://www.coromandelengg.com)

Phone: 044 - 25301700

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**NOTICE OF POSTAL BALLOT**

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

<b>E-VOTING STARTS ON</b>	<b>E-VOTING ENDS ON</b>
<b>Thursday, 18<sup>th</sup> April 2024 at 09.00 a.m. (IST)</b>	<b>Friday, 17<sup>th</sup> May 2024 at 05.00 p.m. (IST)</b>

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 Circular No. 09/2023 dated September 25, 2023 ("**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI 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 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, if any, the resolutions as appended below are proposed for approval of the members of the Company through postal ballot by remote e-Voting process. 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 resolutions mentioned in this Postal Ballot Notice is attached.

In compliance with aforesaid provisions/regulations, the Company is providing only remote e-Voting facility to its members to enable them to cast their votes electronically and physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders. Shareholders are requested 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.

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

The Company has engaged the services of KFin Technologies Limited as its agency for providing remote e-Voting facility to its members. Only members holding shares as on 12<sup>th</sup> April 2024 (the "Cut Off Date") are entitled to vote under the remote 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 18<sup>th</sup> April 2024 at 09.00 a.m. IST and ends on 17<sup>th</sup> May 2024 at 5.00 p.m. IST (inclusive of both days). Once the vote is cast by the shareholder, the shareholder will not be able to change it subsequently.

Pursuant to Rule 22(5) of the Rules, the Company has appointed **CS Balu Sridhar of M/s. AK Jain & Associates**, Company Secretaries (Membership No FCS - 5869 /COP - 3550) 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 remote e-voting and after completion of scrutiny of votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him. The results of the voting conducted through Postal Ballot along with the Scrutinizer 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](http://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 resolutions, if approved by the requisite majority, shall be deemed to be passed on 17<sup>th</sup> May 2024 i.e., the last date specified for receipt of votes through the remote e-voting process.

#### **SPECIAL BUSINESS:**

#### **ITEM NO.1: APPOINTMENT OF MS. S SRIDEVI (DIN: 09634057) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16 (1) (b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, **Ms. S Sridevi (DIN: 09634057)** who was appointed as an Additional Director to hold office as an Independent Director of the Company by the Board of Directors with effect from 28<sup>th</sup> March 2024 and who meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, who has submitted a declaration and consent to that effect and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of an Independent Director be and is hereby appointed as an Independent Director for a term of Five (5) consecutive years commencing from 28<sup>th</sup> March 2024 to 27<sup>th</sup> March 2029, not liable to retire by rotation.



**ITEM NO. 2: APPOINTMENT OF MR. M. ASIR RAJA SELVAN (DIN: 07586210) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, **Mr. M. ASIR RAJA SELVAN (DIN: 07586210)** who was appointed as an Additional Director to hold office as an Independent Director of the Company by the Board of Directors with effect from 28<sup>th</sup> March 2024 and who meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, who has submitted a declaration and consent to that effect and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director be and is hereby appointed as an Independent Director for a term of Five (5) consecutive years commencing from 28<sup>th</sup> March 2024 to 27<sup>th</sup> March 2029, not liable to retire by rotation.

**For Coromandel Engineering Company Limited**

**Sd/-**  
**R Ramkumar**  
**Managing Director**

**Date: 28<sup>th</sup> March 2024**

**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, (herein after referred as SEBI LODR Regulations) as amended pertaining to the said resolutions setting out the material facts concerning the said items and there as on thereof is annexed hereto.
- 2) In accordance with the provisions of the Act and MCA circulars and SEBI circulars, this Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") and Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited ("RTA") as on 12<sup>th</sup> April 2024 ("Cut-Off Date") and who have or will register their email address with their Depository Participant(s) ("DPs") or with RTA in accordance with the process outlined in this Notice. Incompliance 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.

- 3) The detailed procedure with respect to remote e-voting is mentioned in this Notice.
- 4) The remote e-voting shall commence on 18<sup>th</sup> April 2024 at 9.00a.m. IST and ends on 17<sup>th</sup> May 2024 at 5.00 p.m. IST. During this period, Members of the Company holding shares in physical or electronic form as on 12<sup>th</sup> April 2024 (“Cut-Off Date”), may cast their vote electronically. The remote e-voting module shall be disabled by KFin Technologies Limited 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](http://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 remote e-voting.

### **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 9<sup>th</sup> 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).

<b>Type of shareholders</b>	<b>Login Method</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p><b>1. User already registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"><li>a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li><li>b) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li><li>c) A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li><li>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.</li><li>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.</li></ol> <p><b>2. User not yet registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"><li>a) To register, click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>b) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>c) Kindly provide the necessary details for registration.</li><li>d) Please follow steps given in point 1 for casting vote.</li></ol>



	<p><b>3. Directly accessing the e-Voting website of NSDL</b></p> <p>a) Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>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>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>1. Existing user already registered for Easi/Easiest</b></p> <p>a) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>b) Click on New System Myeasi</p> <p>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><b>2. User not registered for Easi/Easiest</b></p> <p>a) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>b) Kindly provide the necessary details for registration.</p> <p>c) Please follow the steps given in point 1 for casting vote.</p> <p><b>3. Directly accessing the e-Voting website of CDSL</b></p> <p>a) Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></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, the user will be provided links for the respective ESP i.e., KFinTech where you can vote during the remote e-Voting period.</p>
<p><b>Individual Shareholder login through their demat accounts/Website of Depository Participant</b></p>	<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:	<b>NSDL CONTACT DETAILS</b>	<b>CDSL CONTACT DETAILS</b>
<b>E-mail</b>	evoting@nsdl.co.in	helpdesk.evoting@cdslindia.com
<b>Contact Number (Toll Free)</b>	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 – 7822 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 [evoting@akjainassociates.com](mailto:evoting@akjainassociates.com) with a copy marked to [evoting@kfintech.com](mailto: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:

<b>Type of holder</b>	<b>Process to be followed for registration of e-mail address and mobile number</b>
<b>Physical</b>	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 <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or <a href="mailto:cscecl@cec.coromandel-group.com">cscecl@cec.coromandel-group.com</a> : <ul style="list-style-type: none"><li>○ Form ISR-1 duly signed for updation of KYC details including e-mail address;</li><li>○ Signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number;</li><li>○ Self-attested copy of PAN;</li><li>○ Self-attested copy of any address proof including Aadhar, Passport etc.;</li><li>○ Copy of share certificate(s) (front and back).</li></ul>



<b>Demat</b>	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.
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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](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1-800-3094-001 for any further clarifications.

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

### **ITEM NO.1: APPOINTMENT OF MS. S SRIDEVI (DIN: 09634057) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Pursuant to Section 149 of the Companies Act, 2013, the Board at its meeting held on 28<sup>th</sup> March 2024, considered and appointed **Ms. S Sridevi (DIN: 09634057)** as an Additional Director of the Company under Independent Category with effect from 28<sup>th</sup> March 2024, not liable to retire by rotation, subject to the approval of the shareholders through special resolution.

Ms. S. Sridevi is a highly experienced professional with over 16 years of expertise in managing a sole proprietorship firm specializing in Company Secretarial services. Her extensive experience spans diverse areas including Accounts, Audit, and Compliance management under various Corporate Laws. Proficient in facilitating Rights Issues, Bonus Issues, and Preferential Allotments, she ensures meticulous adherence to FEMA Compliances, Trademark filings, and Annual filings for both listed and unlisted Companies. Her firm excels in comprehensive Bookkeeping services, encompassing TDS, GST, and Income Tax Compliances tailored to meet the specific needs of small and medium-scale enterprises as well as Companies. With a strong commitment to excellence and a deep understanding of regulatory frameworks, Ms. Sridevi is dedicated for providing professional solutions to her clients, ensuring their legal and financial interests are safeguarded with precision and integrity.

The Company is in receipt of the necessary disclosures and declarations as required under the Companies Act, 2013 and the SEBI Listing Regulations from Ms. S Sridevi.

The Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Non-Executive Director.



The information under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings is provided in the annexure.

Considering her rich experience and expertise, the Board of Directors appointed Ms. S Sridevi as Additional Director – Non-Executive Independent Category on the Board of the Company. The Board is also of the opinion that her association would be beneficial to the Company. Hence the Board recommends the proposal of appointment of Ms. S Sridevi as an Independent Director, to the members for their approval.

#### **Memorandum of Interest**

Except Ms. S Sridevi, the appointee, none of the other Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution set out under Item No.1 of the Notice.

The Board recommends the Special Resolution set forth in Item No.1 for the approval of the members.

#### **ITEM NO. 2: APPOINTMENT OF MR. M. ASIR RAJA SELVAN (DIN: 07586210) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Pursuant to Section 149 of the Companies Act, 2013, the Board at its meeting held on 28<sup>th</sup> March 2024, considered and appointed Mr. M. Asir Raja Selvan (DIN: 07586210) as an Additional Director of the Company under Independent Category with effect from 28<sup>th</sup> March 2024, not liable to retire by rotation, subject to the approval of the shareholders through special resolution.

Mr. M. Asir Raja Selvan is a multifaceted / versatile professional, adeptly practicing as a Company Secretary, Insolvency Professional, Registered Valuer (S & FA), Certified Forensic Auditor, and Social Auditor. With a wealth of hands-on experience in navigating the complexities of the Companies Act, 2013, he specializes in Forensic Audit, Valuation, Social Audit, and Insolvency Laws. Mr. Asir Raja's expertise lies in providing comprehensive solutions tailored to the unique needs of his clients, ensuring compliance with regulatory requirements while delivering insights and strategies to enhance business performance and mitigate risks effectively.

The Company is in receipt of the necessary disclosures and declarations as required under the Companies Act, 2013 and the SEBI Listing Regulations from Mr. M. Asir Raja Selvan.

The Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive Director.

The information under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is provided in the annexure.



Considering his rich experience and expertise, the Board of Directors appointed Mr. M Asir Raja Selvan as Additional Director – Non-Executive Category, on the Board of the Company. The Board is also of the opinion that his association would be beneficial to the Company. Hence the Board recommends the proposal of appointment of Mr. M Asir Raja Selvan as an Independent Director, to the members for their approval.

**Memorandum of Interest**

Except Mr. M. Asir Raja Selvan, being the appointee, none of the other Directors or Key Managerial Personnel 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 Special resolution set forth in Item No.2 for the approval of the members.

**For Coromandel Engineering Company Limited**

**Sd/-**  
**R Ramkumar**  
**Managing Director**

**Date: 28<sup>th</sup> March 2024**

**Place: Chennai**



**ANNEXURE**

**DETAILS AS REQUIRED UNDER REGULATION 36(3) OF SEBI LISTING REGULATIONS & CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS(SS-2)**

<b>Name of the Director</b>	<b>S SRIDEVI</b>	<b>M. ASIR RAJA SELVAN</b>
<b>DIN</b>	09634057	07586210
<b>Date of Birth</b>	22/03/1989	27/05/1970
<b>Date of Appointment</b>	28 <sup>th</sup> March 2024	28 <sup>th</sup> March 2024
<b>Qualification</b>	<ul style="list-style-type: none"> <li>➤ Fellow Member of Company Secretary</li> <li>➤ Practicing Company Secretary &amp; Trademark Attorney</li> </ul>	<ul style="list-style-type: none"> <li>➤ Fellow Member of Company Secretary</li> <li>➤ Fellow Member of Chartered Accountants</li> <li>➤ Insolvency Professional, Registered Valuer (S &amp; FA),</li> <li>➤ Certified Forensic Auditor &amp; Social Auditor</li> </ul>
<b>Experience and Expertise in specific functional areas</b>	Mrs. S Sreedevi has 16 years of experience in the fields of Accounts, Audit and handling compliances under various Corporate Laws, Rights Issues, Bonus Issues, Preferential Allotments, FEMA Compliances, Trademark filings, Annual filings for listed and unlisted Companies, Book-keeping, TDS, GST and Income tax Compliances for small and medium scale enterprises and Companies.	Mr. M Asir Raja Selvan is a Practising Company Secretary, Insolvency Professional, Registered Valuer (S & FA), Certified Forensic Auditor & Social Auditor with hands-on experience in Companies Act, 2013, Forensic Audit, Valuation, Social Audit, and Insolvency Laws.
<b>Terms and conditions of appointment and remuneration sought to be paid</b>	Appointed as an Independent Director of the Company for a term of 5 consecutive years with effect from 28 <sup>th</sup> March 2024 till 27 <sup>th</sup> March 2029  Remuneration: Within the limits prescribed under the Companies Act, 2013	Appointed as an Independent Director of the Company for a term of 5 consecutive years with effect from 28 <sup>th</sup> March 2024 till 27 <sup>th</sup> March 2029  Remuneration: Within the limits prescribed under the Companies Act, 2013
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Nil	Nil
<b>Membership / Chairmanship of Committees of the Board of Directors of the Company</b>	Member of Stakeholder's Relationship Committee	Member of: - Audit Committee; - Nomination and Remuneration Committee;



<b>Other Directorship and Committee membership</b>	Listed Companies: Nil Unlisted Companies: Srieash Consultancy Services Pvt Limited Memberships In Committees: Nil	Listed Companies: Tti Enterprise Limited Unlisted Companies: Bwda Finance Limited Memberships In Committees: Nil
<b>Listed entities from which the director has resigned from directorship in the past three years</b>		
<b>Shares held in the Company including shareholding as a beneficial owner</b>	Nil	Nil
<b>Skills and capabilities required for the role and the manne in which the proposed person meets such requirements.</b>	Please refer the explanatory statement	Please refer the explanatory statement
<b>Details of Remuneration sought to be paid</b>	Sitting fees as approved by the Board of Directors in accordance with applicable provisions of law.	
<b>Details of Remuneration last drawn</b>	Not applicable	
<b>Date of first appointment on the Board</b>		
<b>Number of meetings of the board attended during the year</b>		