



Date: January 08, 2024

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

Scrip Code: 533167

Sub: Notice of Postal Ballot – 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 in respect of the following resolutions:

Item No.	Type of Resolution	Description of Resolution
1.	Ordinary Resolution	Appointment of Mr. Sabaretnam Singaram (DIN: 00042329) as a Director of the Company.
2.	Ordinary Resolution	Appointment of Mr. Nallusamy Elangovan (DIN: 03293596) as a Director of the Company.
3.	Special Resolution	Appointment of Mr. Muthiah Nagalingam (DIN: 03079727) as an Independent Director of the Company
4.	Ordinary Resolution	Appointment of Dr. R Ramkumar (DIN: 01174069) as a Director of the Company.
5.	Special Resolution	Appointment of Dr. R Ramkumar (DIN: 01174069) as Managing Director of the Company.

which was sent through electronic mode to the shareholders of the Company, today, i.e. January 08, 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 **Tuesday, January 02, 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 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.



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)	Monday, 08 January 2024
2.	E-Voting Commencement Date and time	Tuesday, 09 January 2024 at 09.00 A.M. IST
3.	E-Voting end date and time	Wednesday, 07 February 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

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

E mail: cscecl@cec.murugappa.com **Website:** www.coromandelengg.com

Phone: 044 - 25301700

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)

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 9/2023 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 ("**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 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 SEBI 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. 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. 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 remote e-Voting facility to its members. Only members holding shares as on 02nd January, 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 9th January, 2024 at 10.00 a.m. IST and ends on 7th February 2024 at 5.00 p.m. IST (inclusive of both days). 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 CS 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 remote e-voting and after completion of scrutiny of votes, the Scrutinizer will submit her 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 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 07th February, 2024 i.e., the last date specified for receipt of votes through the remote e-voting process.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Sabaretnam Singaram (DIN: 00042329) as Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment & Qualifications of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended from time to time, Mr. Sabaretnam Singaram (DIN: 00042329) who was appointed as an Additional Director of the company with effect from 29th December, 2023 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the company, liable to retire by rotation.”

Item No. 2: Appointment of Mr. Nallusamy Elangovan (DIN: 03293596) as Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment & Qualifications of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, Mr. Nallusamy Elangovan (DIN: 03293596) who was appointed as an Additional Director of the company with effect from 29th December, 2023 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 3: Appointment of Mr. Muthiah Nagalingam (DIN: 03079727) 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. Muthiah Nagalingam (DIN: 03079727), 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 29th December, 2023 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 three (3) consecutive years commencing from 29th December, 2023 to 28th December, 2026, not liable to retire by rotation.”

Item No. 4: Appointment of Dr. R Ramkumar (DIN: 01174069) as a Director of the Company.

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

“**RESOLVED THAT** in accordance with the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment & Qualifications of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, Dr. R Ramkumar (DIN: 01174069) who was appointed as an Additional Director of the Company with effect from 1st January, 2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from 1st January, 2024.”

Item No. 5: Appointment of Dr. R Ramkumar (DIN: 01174069) as Managing Director of the Company.

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

RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198 and 203, the provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in terms of Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other statutory modification or re-enactment thereof, Dr. R Ramkumar (DIN: 01174069) be and is hereby appointed as Managing Director of the Company with effect from 1st January, 2024, for a period of three years up to 31st December, 2026 on the following terms:

a. Salary: Rs. 5,00,000/- per month and other eligibility as per his grade as per Company’s policies. The Nomination and Remuneration Committee may decide the increments in salary, from time to time, subject to a maximum of Rs. 7,50,000/- per month.

b. Perquisites: The Nomination and Remuneration Committee may also decide any perquisites in addition to salary from time to time. Such perquisites shall not exceed 20% of salary.

c. General:

- In any financial year, during the currency of the tenure of Dr. R Ramkumar, Managing

Director, where the Company has no profits or its profits are inadequate, the Company will pay remuneration to Dr. R Ramkumar by way of salary, perquisites and allowances as specified above in terms of Schedule V of the Companies Act, 2013;

- Dr. R Ramkumar will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof;
- Dr. R Ramkumar shall also be entitled to any other benefits or privileges as may be available to other Senior Management/Executives of the Company from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Dr. R Ramkumar shall be entitled to receive remuneration including perquisites, etc. as may be approved by the Board of Directors of the Company based on the recommendations of Nomination and Remuneration Committee, in accordance with the provisions of Section 197 and Schedule V of Companies Act, 2013.

RESOLVED FURTHER THAT in terms of Article 17.26 of the Articles of Association of the Company, Dr. R Ramkumar will not be liable to retire by rotation unless required as per Section 152(6) of the Companies Act, 2013.

For Coromandel Engineering Company Limited

Sd/-

Ms. C. Parvathi Nagaraj
Company Secretary

Date: 29th December, 2023

Place: Chennai

Regd. Office: Parry House, V floor, 43, Moore Street, Chennai- 600001

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 the reasons 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 02nd January 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. 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.

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

4) The remote e-voting shall commence on Tuesday, 09th January 2024 at 9.00 a.m. IST and ends on Wednesday, 07th February 2024 at 5.00 p.m. IST. During this period, Members of the Company holding shares in physical or electronic form as on 02nd January, 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

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.

7) The Company has appointed CS 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.

8) 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 favor

or against, if any, and submit the same to the Managing Director 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.

9) The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <https://www.coromandelengg.com/> and on the website of KFin Technologies Limited, i.e. www.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.

10) The Resolutions, 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. 07th February, 2024.

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. User already registered for IDeAS e-Services: 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 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 a) Open URL: https://www.evoting.nsdl.com/</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>Individual Shareholders holding securities in demat mode with CDSL</p>	<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</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>2. User not registered for Easi/Easiest</p> <p>a) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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>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>
<p>Individual Shareholder login through their demat accounts/Website of Depository Participant</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</p>

	your vote during the remote e-Voting period.
--	--

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 - 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 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;

	<ul style="list-style-type: none"> - 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	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.

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 SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Appointment of Mr. Sabaretnam Singaram (DIN: 00042329) as a Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 29th December, 2023, based on the recommendation of the Nomination & Remuneration Committee, considered and appointed Mr. Sabaretnam Singaram (DIN: 00042329) as an Additional Director of the Company designated as Non-Executive Director with effect from 29th December, 2023, liable to retire by rotation, subject to the approval of the shareholders.

Mr. Sabaretnam Singaram is the president of Archi Structural Constructions India Private Limited. He possesses over 35 years of post-qualification experience in Strategic Planning, land Development, Feasibility Analysis, Quality Control Management, Safety & Compliance Management, Profit Revenue Maximization. He has verifiable track record for the successful completion of large projects, developing partnerships and building positive rapport with Architects, Engineers, local officials, vendors and clients and is versed in contract negotiations, project estimation, impending design problems, document preparation, building code and regulations, material purchasing, site management.

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. Sabaretnam Singaram.

The Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing Mr. Sabaretnam Singaram 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 his rich experience and expertise, the Nomination and Remuneration Committee recommended the appointment of Mr. Sabaretnam Singaram as a Director on the Board of the Company. Based on this recommendation, the Board is also of the opinion that his association would be beneficial to the Company. Hence the Board recommends this proposal to the members for their approval.

Memorandum of Interest

Except Mr. Sabaretnam Singaram 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.1 of the Notice.

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

Item No. 2: Appointment of Mr. Nallusamy Elangovan (DIN: 03293596) as a Non-Executive Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 29th December, 2023, based on the recommendation of the Nomination & Remuneration Committee, considered and appointed Mr. Nallusamy Elangovan (DIN: 03293596) as a with effect from 29th December, 2023, liable to retire by rotation, subject to the approval of the shareholders through Ordinary resolution.

Mr. Nallusamy Elangovan is a Corporate Lawyer of thirty years standing, involved in advising large corporates on Mergers & Acquisitions, Company Law, Legal and Commercial matters.

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. Nallusamy Elangovan.

The Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing Mr. Nallusamy Elangovan 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 Nomination and Remuneration Committee recommended the appointment of Mr. Nallusamy Elangovan as Director on the Board of the Company. Based on this recommendation, the Board is also of the opinion that his association would be beneficial to the Company. Hence the Board

recommends this proposal to the members for their approval.

Memorandum of Interest

Except Mr. Nallusamy Elangovan 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 Ordinary resolution set forth in Item No.2 for the approval of the members.

Item No. 3: Appointment of Mr. Muthiah Nagalingam (DIN: 03079727) as the Independent Director of the Company

Pursuant to Section 149, 150, 161 of the Companies Act, 2013 and read with Schedule IV thereto, the Board at its meeting held on 29th December, 2023, based on the recommendation of the Nomination & Remuneration Committee, considered and appointed Mr. Muthiah Nagalingam (DIN: 03079727) as an Additional Director designated as Non-Executive Independent Director with effect from 29th December, 2023. Approval of members is being sought by way of Special Resolution for appointment of Mr. Muthiah Nagalingam as an Independent Director of the Company to hold office for the term of three consecutive years commencing from 29th December, 2023 till 28th December, 2026 (both days inclusive) and not liable to retire by rotation.

Mr. Muthiah Nagalingam is a Chartered Accountant, Insolvency Professional (IBBI), Registered Valuer and Forensic Auditor. He Possesses over 30 years of post-qualification experience in statutory, systems, quality standards, management and due diligence for various corporate, firms and Proprietorship entities and providing advisory services on financial, statutory and compliances and an expert in Debt restructuring of MSME entities and corporate entities. He has successfully handled over 10 CIRP Cases as insolvency professional and resolved. As a Registered Valuer he has done valuation for over 100 businesses.

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. Muthiah Nagalingam and in the opinion of Board of Directors, Mr. Muthiah Nagalingam fulfils the condition for an Independent Director, as specified under the Act and rules made thereunder under the listing regulations, and he is Independent of the Management.

As required under the provisions of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Muthiah Nagalingam for the office of director.

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

Considering his rich experience and expertise, the Nomination and Remuneration Committee recommended the appointment of Mr. Muthiah Nagalingam as a Non-Executive Independent Director on the Board of the Company. Based on the recommendation, the Board is also of the opinion that his association would be beneficial to the Company. Hence the Board recommends this proposal to the members for their approval.

Memorandum of Interest

Except Mr. Muthiah Nagalingam 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.3 of the Notice.

The Board recommends the Special resolution set forth in Item No.3 for the approval of the members.

Item No. 4 & 5: Appointment of Dr. R Ramkumar (DIN: 01174069) as Managing Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 29th December, 2023, based on the recommendation of the Nomination & Remuneration Committee, considered and appointed Dr. R Ramkumar (DIN: 01174069) as an Additional Director of the Company with effect from 1st January, 2024 and as a Managing Director of the Company for a period of three years from 1st January, 2024 till 31st December, 2026 (both days inclusive), subject to the approval of the Members.

Dr R Ramkumar, an Engineer with post graduate degrees in Management and in Law, is an alumnus of IIT Madras and Carnegie Mellon. He also has a doctoral degree in Management and is a Fellow at the Institution of Engineers and an accredited Chartered Engineer. He has over three decades of experience in the Construction and Real Estate sectors, having been Chief Executive with the DLF and SRM Groups, apart from his long association with the Murugappa Group. He has successful hands-on experience in leading turnaround and startups in these sectors.

The Company is in receipt of the necessary disclosures and declarations as required under the Companies Act, 2013 and the SEBI Listing Regulations from Dr. R Ramkumar.

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

As required under the provisions of Section 160 of the Act, the company has received a notice in writing from a member proposing the candidature of Dr. R Ramkumar for the office of director.

As per Article 17.26 of the Article of Association, the Managing Director of the Company is not liable to retire by rotation except as required under the Companies Act 2013.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors based on the recommendation of Nomination and Remuneration Committee.

Considering his rich experience and expertise, the Nomination and Remuneration Committee recommended the appointment of Dr. R Ramkumar as Managing Director on the Board of the Company. Based on the recommendation, the Board is also of the opinion that his association would be beneficial to the Company. Hence the Board recommends this proposal to the members for their approval.

Memorandum of Interest

Except Dr. Raman Ramkumar being an 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.4 & 5 of the Notice.

The Board recommends the Ordinary resolution and Special resolution set forth in Item No. 4 and 5 respectively for the approval of the members.

STATEMENT CONTAINING ADDITIONAL INFORMATION PURSUANT TO SCHEDULE V PART II OF THE COMPANIES ACT 2013.

I. General information:

- (1) **Nature of industry:** Construction Industry
- (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:**

			(₹ in lakhs)
Particulars	2020-21	2021-22	2022-23
Gross Income	10850.83	13299.57	12651.10
Profit Before Tax	(741.72)	(564.32)	(385.34)
Profit After Tax	(798.41)	(796.68)	(450.86)
Net worth	(786.05)	(1596.49)	(2048.43)

- (5) **Foreign investments or collaborations, if any:** Nil

II. Information about the appointee:

- (1) **Background details:** Dr R Ramkumar, an Engineer with post graduate degrees in Management and in Law, is an alumnus of IIT Madras and Carnegie Mellon. He also has a doctoral degree in Management and is a Fellow at the Institution of Engineers and an accredited Chartered Engineer.
- (2) **Past remuneration:** Rs. 5,00,000/- per month.
- (3) **Recognition or awards:** Fulbright fellowship for leadership in Management
- (4) **Job profile and his suitability:** He has over three decades of experience in the Construction and Real Estate sectors, having been Chief Executive with the DLF and SRM Groups, apart from his long association with the Murugappa Group. He has successful hands-on experience in leading turnaround and startups in these sectors.

- (5) **Remuneration proposed:** The terms of remuneration proposed are detailed in the resolution.
- (6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level appointees in other Companies.
- (7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Besides the remuneration proposed, the appointee does not have any other pecuniary relationship with the Company or with the managerial personnel or any other Director.

III. Other information:

- (1) **Reasons of loss or inadequate profits:** Due to old construction and Real estate projects of 2017 and before at loss.
- (2) **Steps taken or proposed to be taken for improvement:** Several systems are put in place and Current project operations of the Company are positive. Old Loan interests needs to be taken care of.
- (3) **Expected increase in productivity and profits in measurable terms:** The Company has grown from generating a turnover of Rs.57.67 Crores in 2020 to Rs. 126.51 Crores in 2023.

For Coromandel Engineering Company Limited

Sd/-

Ms. C. Parvathi Nagaraj
Company Secretary

Date: 29th December, 2023

Place: Chennai

Regd. Office: Parry house, V Floor, 43, Moore Street, Chennai-600 001

ANNEXURE

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 MEETINGS(SS-2)

Name of the Director	Mr. Sabaretnam Singaram	Mr. Nallusamy Elangovan	Mr. Muthiah Nagalingam	Dr.R Ramkumar
DIN	00042329	03293596	03079727	01174069
Date of Birth	29/04/1966	11/03/1967	25/04/1965	14/05/1958
Date of Appointment	29 th December, 2023	29 th December, 2023	29 th December, 2023	1 st January, 2024
Qualification	Masters in Business Administration from Strayer University, UK	Graduate degree in Commerce and Law	Chartered Accountant, Insolvency Professional, Registered Valuer and Forensic Auditor	An Engineer with Post graduate degrees in Management and in Law, is an alumnus of IIT Madras and Carnegie Mellon.
Nature of Expertise in specific functional areas	He possesses over 35 years of post-qualification experience in strategic planning, land development, feasibility analysis, Quality Control Management, Safety & Compliance Management, Profit Revenue Maximization.	He has more than thirty years standing, involved in advising large corporates on Mergers & Acquisitions. Company Law, Legal and Commercial matters	He possesses over 30 years of post-qualification experience in statutory, systems, quality standards, and providing advisory services on financial, statutory and compliances, valuation of businesses and Corporate Insolvency Resolution Process.	He has over three decades of experience in the Construction and Real Estate sectors. He is a Fellow at the Institution of Engineers and an accredited Chartered Engineer.

Disclosure of relationship between Directors inter se	Nil	Nil	Nil	Nil
Name of the Listed entities in which the person also holds the Directorship and the membership of committees of the Board along with the listed entities from which the person has resigned in past three years.	<p>Listed Companies: Nil</p> <p>Unlisted Companies: Winmeen Engineers Private Limited & Winmeen Facility Management Private Limited</p> <p>Memberships in Committees: Nil</p>	<p>Listed Companies: Nil</p> <p>Unlisted Companies: Udyami Artha Private Limited</p> <p>Memberships in Committees: Nil</p>	<p>Listed Companies: Nil</p> <p>Unlisted Companies: KVG Insolvency Advisors Private Limited</p> <p>Memberships in Committees: Nil</p>	<p>Listed Companies: Nil</p> <p>Unlisted Companies: Nil</p> <p>Memberships in Committees: Nil</p>
Shareholding of Non Executive Directors in the Listed entity including shareholding as a beneficial owner	Nil	Nil	Nil	Not Applicable
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not Applicable	Not Applicable	Please refer the explanatory statement	Not Applicable
Details of Remuneration sought to be paid	Sitting fees as approved by the Board of Directors in accordance with applicable provisions of law.			As detailed in the resolution.

Details of Remuneration drawn last	Not Applicable
Date of first appointment on the Board	Not Applicable
Number of meetings of the board attended during the year	Not Applicable