



Coromandel Engineering Company Limited
(ISO 9001:2008 & BS OHSAS 18001:2007 Certified Company)
Registered and Corporate Office:
Parry House, III Floor, 43, Moore Street, Chennai 600 001, India
P.B. No. 1698, Tel: 25301700 Fax: 044-25342822
Telegrams : "WELDABLE"
Email: coromandelengg@cec.murugappa.com
Website: www.coromandelengg.com

CIN No: L74910TN1947PLC000343

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Bombay Stock Exchange Ltd
Floor 25, P J Towers
Dalal Street, Mumbai 400 001
Fax No.22722037/39/41/61
SCRIP CODE: 533167

Madras Stock Exchange Ltd
Exchange Building
II Line Beach, Chennai - 1

Sir

Special Resolution passed through Postal Ballot on 18th June, 2014

1. Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company vide the Notice of Postal Ballot dated 29th April, 2014, along with Explanatory Statement thereto, sought the approval of the shareholders for the following **Special Resolutions**.

(1) Approval pursuant to Section 180(1) (c) of the Companies Act, 2013, for increase in the borrowing powers of the Company;

RESOLVED THAT in supersession of the Ordinary resolution passed at the Annual General meeting of the Company held on 31st July, 2009 in this regard and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") (corresponding to Section 293 (1) (d) of the Companies Act, 1956), (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (herein after called "the Board"), which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or herein after constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes to borrow, from time to time as it may think fit, for the purpose of business of the Company, notwithstanding the fact that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital and Free Reserves of the Company, that is to say, Reserves not set apart for any specific purpose, on such terms and conditions as may be considered suitable by the Board of Directors, provided that the total amount so borrowed from time to time and remaining outstanding shall not exceed at any time, Rs.325 Crores (Rupees Three Hundred and Twenty Five Crores only)

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to negotiate and finalise all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities, etc. as it may consider fit in the interest of the Company and to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable for giving effect to the aforesaid resolution.



(2) Approval pursuant to Section 180(1)(a) of the Companies Act, 2013, for creating charge on/mortgaging the properties of the Company in favour of the lenders for securing the borrowings made/to be made, from time to time.

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (corresponding to Section 293 (1) (a) of the Companies Act, 1956) (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as the 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or create charge, in addition to the mortgages, hypothecations, pledges and / or charges already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, including stock in trade, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, any other securities or otherwise, in foreign currency as may be permissible in law or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other moneys payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.

RESOLVED FURTHER THAT the security(ies) to be created by the Company aforesaid may rank prior/pari passu/subservient with /to the charges /mortgages/ hypothecations already created or to be created by the Company and as may be agreed to by and between the Company and the lender(s) and as decided by the Board of Directors of the Company.

2. Mr. R Sridharan of Messrs. R Sridharan & Associates, Company Secretaries, was appointed as the Scrutiniser for conducting the Postal Ballot voting process (including electronic voting) in a fair and transparent manner and for submitting his Report thereon to the Chairman or any Director of the Company, after completion of the scrutiny of the Postal Ballots and electronic voting.
3. The Notice of Postal Ballot dated 29th April, 2014, along with the draft Special Resolutions, Explanatory Statement and Postal Ballot Form, was despatched to the Members, through Courier and to those Members who have opted to receive documents by electronic mail, by e-mail, on 14th May, 2014. A notice regarding the posting of the Postal Ballot Forms was published in the 'News Today' (English) and 'Malai Sudar' (Tamil) on 16th May, 2014. The last date for receipt of the Postal Ballot Forms (including E-Voting), duly completed by the shareholders, was fixed as the closing of the working hours (17.30 hrs) on Friday, 13th June, 2014 and the results are to be announced on Wednesday, 18th June, 2014 at 11.00 a.m. at the registered office of the company.
4. The Scrutiniser, Mr. R Sridharan of Messrs. R Sridharan & Associates, had submitted his Report on 14th June, 2014.

5. The details of the voting relating to Special Resolutions passed by the Members by means of Postal Ballot, based on the Report received from Mr. R Sridharan, Scrutiniser, are given below:

Details of the Special Resolution	Approval pursuant to Section 180(1)(c) of the Companies Act, 2013, for increase in the borrowing powers of the Company;	Approval pursuant to Section 180(1)(a) of the Companies Act, 2013, for creating charge on/mortgaging the properties of the Company in favour of the lenders for securing the borrowings made/to be made, from time to time
Date of Postal Ballot Notice	29 th April, 2014	29 th April, 2014
Total no. of shareholders	2,368	2,368
Total Paid up equity share capital (no. of shares)	3,32,33,598	3,32,33,598
Postal Ballot Forms received: -		
- Physical Ballot	82	82
- Electronic Voting	6	6
- Total	88	88
Postal Ballot Forms found to be valid: -		
- Physical Ballot	81	81
- Electronic Voting	6	6
- Total	87	87
No. of Postal Ballots cast in favour (assent) of the Resolution: -		
- Physical Ballot	81	81
- Electronic Voting	6	6
- Total	87	87
No. of votes cast in favour (assent) of the Resolution: -		
- Physical Ballot	2,23,78,858	2,23,78,858
- Electronic Voting	25,01,602	25,01,602
- Total	2,48,80,460	2,48,80,460
No. of Postal Ballots cast against (dissent) the Resolution: -		
- Physical Ballot	0	0
- Electronic Voting	0	0
- Total		

No. of votes cast against (dissent) the Resolution:-		
- Physical Ballot	0	0
- Electronic Voting	0	0
- Total		

6. **Special Resolution No.1**

The number of votes cast in favour of the Resolution (2,48,80,460 votes) was more than three times the number of votes cast against the Resolution (0 votes) and hence, the Special Resolution under Section 180(1)(C) of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been approved by the shareholders with the requisite majority.

7. **Special Resolution No.2**

The number of votes cast in favour of the Resolution (2,48,80,460 votes) was more than three times the number of votes cast against the Resolution (0 votes) and hence, the Special Resolution under Section 180(1)(a) of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been approved by the shareholders with the requisite majority.

8. The details of Voting Results with regard to the Special Resolution, as tabulated in the manner required under Clause 35A of the Listing Agreement with the Stock Exchanges, are as under:

Special Resolution No.1

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3) (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Vo te s - a g a i n s t (5)	% of Votes in favour of Votes polled (6) (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7) (7)=[(5)/(2)]*100
Promoter and Promoter Group	2,46,85,017	2,46,85,017	100%	2,46,85,017	0	100%	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	85,48,581	1,95,443	2.29%	1,95,443	0	100%	0
Total	3,32,33,598	2,48,80,460		2,48,80,460			

**Special Resolution No.2**

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstandi ng shares (3) (3)=[(2) /(1)]*10 0	No. of Votes - in favour (4)	No. of Vo te s - ag ai ns t (5)	% of Votes in favour of Votes polled (6) (6)=[(4) /(2)] *100	% of Votes against on Votes polled (7) (7)=[(5) /(2)] * 100
Promoter and Promoter Group	2,46,85,017	2,46,85,017	100%	2,46,85,017	0	100%	0
Public - Institution al holders	0	0	0	0	0	0	0
Public- Others	85,48,581	1,95,443	2.29%	1,95,443	0	100%	0
Total	3,32,33,598	2,48,80,460		2,48,80,460			

9. The above declared results of the Postal Ballot are displayed at the Registered Office of the Company and on its website viz., www.coromandelengg.com besides communication of the same to the Stock Exchanges on which the Company's shares are listed viz., BSE Ltd (viz., Bombay Stock Exchange) and Madras Stock Exchange of India Ltd.

For COROMANDEL ENGINEERING COMPANY LIMITED.

Place: Chennai
Date : 18th June, 2014

R NARAYANAN
COMPANY SECRETARY

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