MINUTES BOOK

COROMANDEL ENGINEERING COMPANY LIMITED

PROCEEDINGS OF THE SIXTY FIFTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF COROMANDEL ENGINEERING COMPANY LIMITED HELD ON THURSDAY, THE 25TH JULY, 2013 AT 2.30 PM AT RECTANGULAR HALL, DARE HOUSE, 2, N.S.C BOSE ROAD, CHENNAI - 600 001

PRESENT

1. Mr M M Venkatachalam - Chairman & Managing Director & Member
2. Mr J Srinivasan - Director
3. Mr V Venkiteswaran - Director
4. Mr Sridhar Ganesh - Director
5. Mr N V Ravi - Director

Other Members Present

1. Mr Franklin Rajakumar
2. Ms M Helen
3. Ms Sheetal M Parekh
4. Mr Kamal Prabha C Parekh
5. Mr Manohar Raj
6. Mr C Geetha
7. Ms SP VE Valliammai
8. Ms Jananisri S
9. Mr Abhishek J
10. Ms G Vandana
11. Mr P Gopal
12. Ms P Shyam Sundari
13. Ms J Archana
14. Mr P Jaichand
15. Mr L Rajesh
16. Mr P Raju
17. Mr S Ramanathan
18. Mr M Chidambaram
19. Mr AR Nagarajan
20. Ms. Geetha Kalyanam
21. Mr N Kalyanam
22. Mr Dilipkumar Surana
23. Ms Kamal Soni
24. Mr G Nandalal
25. Ms N Shyamala
26. Mr RM Annamalai
27. Ms P Nagamani
28. Mr Srinivasalu
29. Ms Meenakshi Rm Annamalai
30. Mr M Annamalai
31. Mr CM Visweswaran
32. Ms Sheela
33. Mr M Ashok Kumar
34. Mr K Sethuraman
35. Ms S Poorani
36. Mr R Sivakumar
37. Mr R Ramkumar
38. Mr S Srinivasan
39. Mr S Kokila
40. Ms Smita
41. Mr V Videsh
42. Ms S Thilakavathy
43. Ms S Elakkiya
44. Mr M Palaniappan
45. Mr V Ramakrishnan

CHAIRMAN'S INITIALS

46. Mr P Raja
47. Mr V Kuppusamy
48. Ms L Thenambal
49. Ms S Uma

Mr. M M Venkatachalam represented the following members as their proxy.

1. M A M Arunachalam
2. Arun Alagappan
3. A Vellayan
4. M M Venkatachalam
5. M M Murugappan
6. S Vellayan
7. M V Murugappan
8. M M Seethalakshmi
9. A A Alagammai
10. M V Seetha Subbiah
11. M V Valli Murugappan
12. M.A.Alagappan
13. M.M.Muthiah Research Foundation
14. A M Meyyammai
15. M V Subbiah
16. M V Ar Meenakshi
17. Ar Lakshmi Achi Trust
18. A.M.Meyyammai Jt M.A.M.Arunachalam
19. M.A.Alagappan Jt M.A.M.Arunachalam
20. Meenakshi Murugappan
21. M V Muthiah
22. Meyyammai Venkatachalam
23. Lalitha Vellayan
24. A Venkatachalam
25. M V Subbiah
26. Lakshmi Venkatachalam
27. V Narayanan
28. M V Subbiah
29. M.M.Veerappan
30. M M Muthiah
31. M A Alagappan
32. V Arunachalam
33. Ambadi Investments Private Limited
34. Murugappa Educational And Medical Foundation
35. M.M.Muthiah Sons Private Ltd
36. E.I.D.Parry (India) Ltd.
37. Tube Investments Of India Ltd
38. Carborundum Universal Limited

CHAIRMAN'S INITIALS

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39. Kartik Investments Trust Limited
40. M A Murugappan Holdings Private Limited
41. A M M Arunachalam & Sons Private Ltd
42. A M M Vellayan Sons P Ltd
43. Murugappa Management Services Limited
44. Chola Insurance Services Private Limited

ALSO PRESENT

Mr. M. Padhmanabhan Chartered Accountant	M/s. Sundaram & Srinivasan Statutory Auditors
Mr. G. Viswanath Kumar	Sr Vice President
Mr. S. Antonysamy	Head Operations
Mr. R Narayanan	Company Secretary

Mr. M M Venkatachlam, Chairman occupied the Chair.

1. The Chairman welcomed the members to the Company's 65th Annual General Meeting.

   The Chairman introduced the Directors and senior executives of the Company to the Members.

   After ascertaining that requisite quorum for the meeting was present, the Chairman called the meeting to order.

2. The Chairman announced that the Register of Directors' shareholdings maintained by the Company pursuant to Section 307 of the Companies Act, 1956 was on the table and was available for inspection by the Members present at any time during the meeting.

3. The Chairman announced that 44 proxies for 24,58,080 equity shares were received and duly recorded.

4. With the permission of the shareholders present, the Notice convening the 65th Annual General Meeting as circulated among Members was taken as read.

5. Mr. R Narayanan, Company Secretary, read out the Report of the Auditors to the Members.

6. The Chairman briefly reviewed the performance of the Company during the year ended 31st March, 2013 and also briefly touched upon business environment for the first quarter ended 30th June, 2013.

   Before taking up the first item on the Agenda, namely adoption of Accounts for the Financial Year ended 31st March, 2013, the Chairman invited questions regarding the Accounts of the Company. No questions were raised relating to Accounts by any Member. The Chairman then proceeded to transact the business as set out below.

7. **ADOPTION OF ACCOUNTS**

   The Directors' Report, the Audited Balance Sheet and the Statement of Profit & Loss for the financial year ended 31st March, 2013 and the Auditor's Report thereon were laid before the Meeting.

CHAIRMAN'S INITIALS

Chairman proposed the following resolution as an Ordinary Resolution.

ORDINARY RESOLUTION

"RESOLVED THAT the Directors' Report, the Audited Statement of Profit and Loss for the financial year ended 31st March, 2013 and the Balance Sheet together with notes annexed as at that date and the Auditors' Report thereon as published and circulated to the members and now submitted to this meeting be and are hereby received, considered and adopted."

Mr.M.Chidambaram, shareholder seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

8. RE-APPOINTMENT OF MR S.S RAJSEKAR AS DIRECTOR

The Chairman stated that the next item of the agenda in the notice related to re-appointment of Mr. S.S.Rajsekar as Director retiring by rotation and requested a shareholder to propose the resolution as an Ordinary Resolution.

Mr Franklin Rajakumar , shareholder, proposed the following resolution as an Ordinary Resolution.

ORDINARY RESOLUTION

"RESOLVED THAT Mr. S.S.Rajsekar, who retires by rotation be and is hereby re-appointed as a Director of the Company."

Ms N Shyamala, shareholder, seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

9. RE-APPOINTMENT OF MR V.VENKITESWARAN AS DIRECTOR

The Chairman stated that the next item in the Notice related to re-appointment of Mr. V.Venkiteswaran as Director retiring by rotation and requested a shareholder to propose the resolution as an Ordinary Resolution.

Mr AR Nagarajan, shareholder, proposed the following resolution as an Ordinary Resolution.

ORDINARY RESOLUTION

"RESOLVED THAT Mr. V.Venkiteswaran, who retires by rotation be and is hereby re-appointed as a Director of the Company."

Mr Franklin Rajakumar, shareholder, seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

CHAIRMAN'S INITIALS

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10. RE-APPOINTMENT OF MR J.SRINIVASAN AS DIRECTOR

The Chairman stated that the next item of the agenda in the notice related to re-appointment of Mr. J.Srinivasan as Director retiring by rotation and requested a shareholder to propose the resolution as an Ordinary Resolution.

Ms Sheetal M Parekh, shareholder, proposed the following resolution as an Ordinary Resolution.

ORDINARY RESOLUTION

"RESOLVED THAT Mr. J.Srinivasan, who retires by rotation be and is hereby re-appointed as a Director of the Company."

Mr.M Chidambaram, shareholder, seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

11. RE-APPOINTMENT OF M/s. SUNDARAM & SRINIVASAN AS STATUTORY AUDITORS

The Chairman stated that the next item in the Notice related to the re-appointment of Messrs. Sundaram & Srinivasan as Statutory Auditors.

The Chairman then requested a shareholder to propose the following resolution as an Ordinary Resolution.

Ms Sheetal M Parekh, shareholder, proposed the following resolution.

ORDINARY RESOLUTION

"RESOLVED THAT Messrs. Sundaram & Srinivasan, Chartered Accountants, Chennai, bearing Registration No. 004207S, be and are hereby re-appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on a remuneration of Rs.2.60 Lakhs (Rupees Two Lakhs and Sixty Thousand only) plus the applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them."

Ms G Vandana, shareholder, seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

12. VOTE OF THANKS

There being no other business to transact, the Chairman declared the meeting as closed.

Entered on: 30.07.2013

CHAIRMAN

Signed on: 05.08.2013

CHAIRMAN'S INITIALS