MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF M/S.COROMANDEL ENGINEERING COMPANY LIMITED HELD ON TUESDAY, THE 1ST OCTOBER, 2013 AT 10.45 AM AT RECTANGULAR HALL, DARE HOUSE, 2, N.S.C BOSE ROAD, CHENNAI - 600 001

PRESENT

1. Mr J Srinivasan - Director
2. Mr N V Ravi - Director
3. Mr M A M Arunachalam - Director and Member

OTHER MEMBERS PRESENT

1. Mr M Chidambaram.
2. Mr K Vivekanandan
3. Ms M Rajalakshmi
4. Mr P Madhavan
5. Mr J Abhishek
6. Mr P Jaichand
7. Ms J Archana
8. Ms P Shyam sundari
9. Mr P Gopal
10. Ms G Vandana
11. Ms S Kokila
12. Ms S Jananisri
13. Ms M S Priya
14. Ms S thilagavathy
15. Mr Sreenivasan
16. Mr P R Eswaran
17. Ms V Tamilarasi

Mr.M A M Arunachalam represented the following members as their proxy.

1. Mr J Sundaram
2. Mr Arun Alagappan
3. Mr M A Alagappan
4. Mr M M Murugappan
5. M M Muthiah Research Foundation
6. E I D Parry (India) Ltd
7. Tube Investments of India Ltd
8. Kartik Investments Trust Ltd
9. Carborundum Universal Ltd
10. A M M Arunachalam & Sons P Ltd
11. A M M Vellayan sons P Ltd
12. Ambadi Investments P Ltd
13. Murugappa Management Services Ltd
14. Chola Insurance Services P Ltd
15. Ms A M Meyyammai
16. Mr M A M Arunachalam
17. AR Lakshmi Achi Trust
18. M A Murugappan Holdings P Ltd
19. Murugappa Educational & Medical Foundation
20. Ms A A Alagammai
21. Mr M V Subbiah
22. Ms MV AR Meenakshi
23. Ms M V Seetha Subbiah
24. Mr S Vellayan
25. Mr A Venkatachalam

CHAIRMAN'S INITIALS

26. Ms Meyyammai Venkatachalam
27. Ms M M Seethalakshmi
28. Ms Meenakshi Murugappan
29. Mr M M Muthiah
30. Mr M M Venkatachalam
31. Ms Lakshmi Venkatachalam
32. Mr M V Muthiah
33. Mr M V Murugappan
34. M M Muthiah Sons Pvt Ltd
35. M M Veerappan
36. Mr V Arunachalam
37. Mr A Vellayan
38. Ms Lalitha Vellayan
39. Mr V Narayanan
40. Mr A Vellayan

ALSO PRESENT

Mr. R Narayanan - Company Secretary

In the absence of Mr. M M Venkatachlam, Chairman, Mr M A M Arunachalam Director and member proposed that Mr J Srinivasan, Director may preside as Chairman of the meeting.

Mr J Srinivasan, Director occupied the Chair and conducted the proceedings of the meeting.

1. The Chairman welcomed the members to the Company's Extraordinary General Meeting.

   The Chairman introduced the Directors of the Company to the Members.

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

3. The Chairman announced that 40 proxies for 24,10,366 equity shares were received and duly recorded.

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

5. The Chairman then proceeded to conduct the Special items of business of the meeting as mentioned in the Notice.

6. **INCREASE IN AUTHORISED CAPITAL OF THE COMPANY**

   The Chairman stated that the first and foremost item in the Notice related to Increase in the Authorised Share Capital of the Company from Rs.35,00,00,000/- (Rupees Thirty Five Crores only) to Rs. 65,00,00,000/- (Rupees Sixty Five Crores) by way of Rights issue of Shares and requested a shareholder to propose the resolution as an Ordinary Resolution.

   Mr M Chidambaram, shareholder proposed the following resolution as an Ordinary Resolution.

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ORDINARY RESOLUTION

"**RESOLVED THAT** pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), the Authorized Share Capital of the Company be and is hereby increased from Rs.35,00,00,000/- (Rupees Thirty Five Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten only) each amounting to Rs. 10 Crores (Rupees Ten Crores only) and 25,00,000 (Twenty Five Lakhs) Preference shares of Rs. 100/- (Rupees One Hundred only) each amounting to Rs. 25 Crores (Rupees Twenty Five Crores only) to Rs. 65,00,00,000 (Rupees Sixty Five Crores), divided into 400,00,000 (Four Crores) Equity Shares of Rs.10/- (Rupees Ten only) each amounting to Rs.40,00,00,000/- (Rupees Forty Crores only) and 25,00,000 (Twenty Five Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each amounting to Rs.25,00,00,000/- (Rupees Twenty Five Crores only) by the creation of new additional Rs.30,00,00,000/- (Rupees Thirty Crores only) Equity Capital divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.10/- (Rupees Ten only) each."

Mr K Vivekanandan, shareholder seconded the resolution.

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

7. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

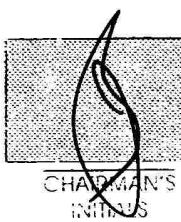
The Chairman stated that the next item in the Notice related to the Amendment of Memorandum of Association of the Company and requested a shareholder to propose the resolution as an Ordinary Resolution.

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

ORDINARY RESOLUTION

"**RESOLVED THAT** pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) and other applicable laws, the existing Clause V of the Memorandum of Association of the Company, ("**MoA**") relating to the share capital be and is hereby altered by deleting the same and by substituting in place and stead thereof, the following new Clause V as below:

V. The Authorized Share capital of the Company is Rs.65,00,00,000/- (Rupees Sixty Five Crores only) divided Into 4,00,00,000 (Four Crores) Equity Shares of Rs.10/- (Rupees Ten only) each amounting to Rs.40,00,00,000/-(Rupees Forty Crores only) and 25,00,000 (Twenty Five Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each amounting to Rs.25,00,00,000/-(Rupees Twenty Five Crores only). The Company shall have power from time to time to increase or reduce its capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, but so nevertheless that in the event of the capital of the Company (including the original capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 1956."



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Mr. Abhishek shareholder seconded the resolution.

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

8. AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY

The Chairman stated that the next item in the Notice related to the Amendment of Articles of Association of the Company and requested a shareholder to propose the resolution as a Special Resolution.

Ms V Tamilarasi, shareholder proposed the following resolution as a Special Resolution.

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 31, other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), the existing Clause 6(1) of the Articles of Association of the Company be substituted with the following Article:

6 (1) The Authorised Share Capital of the Company is Rs.65,00,00,000/- (Rupees Sixty Five Crores only) divided into 400,00,000 (Four Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 25,00,000 (Twenty Five Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each. The Company shall have powers to increase, consolidate, subdivide, reduce or otherwise alter its share capital subject to the provisions of the Companies Act, 1956. Further, the preference shares issued by the Company from time to time may be convertible or non-convertible, cumulative or non-cumulative, participating or non-participating as may be decided by the Board of Directors of the Company from time to time for each issue."

Mr P Madhavan, shareholder seconded the resolution.

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

9. RAISING OF FUNDS THROUGH RIGHTS ISSUE

The Chairman stated that the next item in the Notice related to issue and allotment of Equity Shares of the Company on a Rights basis to existing shareholders of the Company and requested a shareholder to propose the resolution as a Special Resolution.

Mr P R Eswaran, representative of M/s Tube Investments of India Ltd proposed the following resolution as a Special Resolution.

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 81(1), 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "**Act**"), and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, all applicable statutory and regulatory requirements, (including inter alia the relevant date on the basis of which price of the Securities or the resultant shares are determined being in compliance with applicable statutory and/or regulatory parameters), inter-alia including the provisions of the Foreign Exchange Management Act, 2000 ("**FEMA**") as amended and notifications, circulars, rules and regulations issued thereunder, the SEBI (Issue of Capital and Disclosure Requirements Regulations), 2009 as amended,(the "**SEBI ICDR Regulations**"), the Securities Contracts (Regulation) Act, 1956, as amended, the Listing Agreements entered

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into by the Company with the stock exchanges on which the Equity Shares of the Company are listed (the "**Stock Exchanges**"), and, subject to the necessary approvals, permissions and/or consent of the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges, the Reserve Bank of India ("**RBI**"), the Foreign Exchange Investment Promotion Board ("**FIPB**"), the Government of India and all other concerned statutory and governmental authorities and departments, lenders or other contractual parties, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include the Rights Issue Committee thereof constituted for this purpose), consent of the shareholders of the Company be and is hereby accorded to create, offer and issue such number of Equity Shares of the Company of the face value of Rs. 10/- (Rupees Ten only) at such price to be determined by the Board ("**Equity Shares**"), by way of a rights offering to the existing shareholders of the Company, eligible renouncees thereof, underwriters, and/or to such other persons (including an offer to third parties in case of an under-subscription of the offering) as may be permitted by applicable law and as may be determined by the Board at its absolute discretion, on a record date to be fixed by the Board/Rights Issue Committee thereof, for an amount not exceeding Rs. 60 Crores (Rupees Sixty Crores only) including Premium (if any, as may be decided) ("**Rights Issue**") or such other sum as may be determined by the Board/ Rights Issue Committee constituted in this regard and on such other terms and conditions as may be mentioned in the Draft Letter of Offer and/or the Letter of Offer to be issued by the Company in respect of the Rights Issue.

RESOLVED FURTHER THAT all the new Equity Shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu inter se* in all respects with the existing Equity shares of the Company except as may be otherwise provided pursuant to the terms of the Rights Issue in any of the Issue documents.

RESOLVED FURTHER THAT the Board /Rights Issue Committee be and is hereby authorised to decide and approve other terms and conditions of the Rights Issue as specified above, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Rights Issue, as it may deem expedient, without being required to seek any further consent or approval of the shareholders of the Company in this regard.

RESOLVED FURTHER THAT the Board/ Rights Issue Committee be and is hereby authorised to offer, issue and allot any and all of the Equity Shares, as specified above, at such time as it may deem fit subject to the SEBI ICDR Regulations and other applicable laws and regulations governing the Rights Issue.

RESOLVED FURTHER THAT the Board/ Rights Issue Committee be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any officer of the Company.

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RESOLVED FURTHER THAT, the Board/ Rights Issue Committee be and is hereby authorized to do all such acts, deeds and things as the Board in its absolute discretion deem necessary or desirable in connection with the Rights Issue, including, without limitation, the following:

(a) to appoint lead managers, legal advisors, merchant bankers, registrars, escrow collection banks or bankers to the Issue, printers, advertisement agencies and all other intermediaries and advisors necessary for the Rights Issue and to negotiate, authorise and approve fees in connection therewith by way of payment of commission, brokerage, fees, reimbursement of expenses incurred in relation to the Rights Issue and any other expenses, if any;

(b) to finalise the Draft Letter of Offer, Letter of Offer, Composite Application Form, Split Application Form, abridged Letter of Offer and any other documents as may be required and to file the same with the SEBI, Stock Exchanges and other concerned authorities and issue the same to the equity shareholders of the Company;

(c) to approve and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s)/ supplement(s) / corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations or in compliance with any direction from SEBI and/or such other applicable authorities and to decide on other terms and conditions of the Rights Issue;

(d) to decide the final size of the Rights Issue, ratio, price and premium of the Equity Shares to be offered through Rights Issue, in consultation with the Lead Manager;

(e) appoint underwriters for such Rights Issue and determine their terms of appointment, the extent and nature of underwriting and the terms and conditions of the underwriting agreement to be executed in this regard;

(f) to decide the treatment to be given to the fractional entitlements, if any;

(g) to decide the record date in consultation with the stock exchange for the purpose of Rights Issue for ascertaining the name of shareholders who will be entitled to the aforesaid offer of Equity Shares;

(h) to take necessary actions and steps for obtaining relevant approvals, consents from FIPB, SEBI, Stock Exchanges, RBI and such other governmental authorities or departments, as may be necessary in relation to the Rights Issue;

(i) to make application(s) and obtain necessary approval(s) for listing and trading of renouncement of rights entitlement and Equity Shares issued in Rights Issue from the Stock Exchanges;

(j) to open bank accounts with any nationalised bank / private bank / foreign bank for the purpose of receiving applications along with application monies and handling refunds in respect of the Right Issue;

(k) to decide on the marketing strategy of the Rights Issue and the costs involved;

(l) to decide the date of opening and closing of the Rights Issue and to extend, vary or alter the same as it may deem fit in consultation with the lead manager or as may be suggested or stipulated by SEBI, Stock Exchanges or other authorities from time to time;

(m) to do all such necessary acts, deeds or things for listing and trading of the Equity Shares issued in the Rights Issue on the Stock Exchanges;

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(n) to finalise the basis of allotment in consultation with the lead manager, registrar, the stock exchange and other stock exchanges where existing shares are listed and issue and allot the Equity Shares in accordance therewith, in one or more tranches, and to do all necessary acts, deeds or things with NSDL / CDSL in connection with admission of the Equity Shares issued in the Rights issue;

(o) to incur necessary expenses such as fees of lead manager, legal advisors, various intermediaries appointed in connection with the Rights Issue, filing fees payable to various agencies to obtain their observation, permission or approval, stamp duty, cost of marketing of issue and printing of various documents and for various other purposes in connection with the Rights Issue etc;

(p) to issue the letters of allotment and share certificates to the proposed allottees either in dematerialised form or in physical form as may be required by the allottees;

(q) to make necessary changes and to enter the names of the renouncees, if they are not members of the Company in the register of members of the Company;

(r) to decide the mode and manner of allotment of Equity Shares if any not subscribed and left / remaining after allotment of Equity Shares and additional Equity Shares applied by the shareholders and renouncees;

(s) to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the Equity Shares as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of Equity Shares;

(t) to file necessary returns, make declarations / announcements, furnish information, etc., to the concerned authorities in connection with the Rights Issue;

(u) to sign and execute any other document, agreement, undertaking in connection with the Rights Issue to be submitted to SEBI or other governmental authorities or departments and to the relevant stock exchanges, where the Equity Shares of the Company under the Rights Issue are to be listed and provide clarifications or explanations, if any, required;

(v) to take all such other steps as may be necessary in connection with this Rights Issue; and

(w) to dispose of the unsubscribed portion in such manner as it may think most beneficial to the Company.

RESOLVED FURTHER THAT (i) all monies received out of Rights Issue shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 73 of the Companies Act 1956; (ii) the details of all monies utilised out of the Rights Issue referred to in (i) hereinabove shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and (iii) details of all unutilised monies out of the Rights Issue, if any, referred to in (i) hereinabove shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Rights Issue Committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient including the listing and trading of such Equity Shares with the Stock Exchanges, to resolve and settle all questions, difficulties or doubts that may arise in regard to the proposed offer issue or allotment of the Equity Shares, utilization of the issue proceeds, signing of all deeds and documents as may be required and to do all acts, deeds and things in connection therewith and incidental thereto as the Board/Rights Issue Committee may in its absolute discretion deem fit without being required to seek any further consent authority, or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this resolution."

Mr Sreenivasan, shareholder seconded the resolution.

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

10. VOTE OF THANKS

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

Entered on: 03.10.2013

CHAIRMAN
Signed on: 24/1/2013

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