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

1st October, 2013

To
The Secretary
Bombay Stock Exchange Ltd
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001

Dear Sir,

Scrip Code: 533167

Sub: Declaration of results of Extra Ordinary General Meeting

We refer to our letter dated 05.09.2013 for holding Extra Ordinary General Meeting for passing resolutions in respect of increase in the Authorised Share capital of the Company, Amendment in the Memorandum and Articles of Association and Issue of Equity Shares on Rights Basis .

In this regard, in terms of Clause 35A of the Listing Agreement, the detailed disclosure of the declared results of the Extra – Ordinary General Meeting held today in the prescribed format is enclosed herewith.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Yours faithfully
For COROMANDEL ENGINEERING COMPANY LTD

R NARAYANAN
COMPANY SECRETARY

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Details as per Clause 35A of the Listing Agreement with Stock exchanges Changes as per SEBI- Amendments to Equity Listing Agreement	
Date of the AGM/EGM	**01.10.2013**
Total number of shareholders as on date of dispatch of notice	**1074**
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	 **39** **17**
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group:** **Public:**	**No Video Conference**
Agenda Wise – Detail of Agenda	
1. Increase in Authorised Share Capital of the Company	"**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.
Resolution Required	Ordinary resolution passed unanimously
Mode of Voting	By Show of Hands
2. Amendment to Memorandum of Association of the Company	**"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.
Resolution Required	Ordinary resolution passed unanimously
Mode of Voting	By Show of Hands
3. Amendment to Articles of Association of the Company	**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.
Resolution Required	Special resolution passed unanimously.
Mode of Voting	By Show of Hands
4. Raising of Funds through Rights Issue	**"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 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 renounces 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. **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 nationalized 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; (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 renounces; (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 utilized 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 utilized; 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. **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."

Resolution Required	Special resolution passed unanimously
Mode of Voting	By Show of Hands

In case of Poll/Postal ballot/E-voting:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100]	% of Votes against on votes polled (7)=[(5)/(2)]*100]
Promoter and Promoter Group	- NIL -						
Public – Institutional holders							
Public-Others							
Total							

For COROMANDEL ENGINEERING COMPANY LTD

R NARAYANAN
COMPANY SECRETARY

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

1st October, 2013

The Secretary
Madras Stock Exchange Limited
II Line Beach
Chennai 600 001

Sir

Sub: Declaration of results of Extra Ordinary General Meeting

We refer to our letter dated 05.09.2013 for holding Extra Ordinary General Meeting for passing resolutions in respect of increase in the Authorised Share capital of the Company, Amendment in the Memorandum and Articles of Association and Issue of Equity Shares on Rights Basis .

In this regard, in terms of Clause 35A of the Listing Agreement, the detailed disclosure of the declared results of the Extra – Ordinary General Meeting held today in the prescribed format is enclosed herewith.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Yours faithfully
For COROMANDEL ENGINEERING COMPANY LTD

R NARAYANAN
COMPANY SECRETARY

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Details as per Clause 35A of the Listing Agreement with Stock exchanges Changes as per SEBI- Amendments to Equity Listing Agreement	
Date of the AGM/EGM	**01.10.2013**
Total number of shareholders as on date of dispatch of notice	**1074**
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	 **39** **17**
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group:** **Public:**	**No Video Conference**
Agenda Wise – Detail of Agenda	
1. Increase in Authorised Share Capital of the Company	**"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)

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	Equity Capital divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.10/- (Rupees Ten only) each.
Resolution Required	Ordinary resolution passed unanimously
Mode of Voting	By Show of Hands
2. Amendment to Memorandum of Association of the Company	**"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.
Resolution Required	Ordinary resolution passed unanimously
Mode of Voting	By Show of Hands
3. Amendment to Articles of Association of the Company	**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.
Resolution Required	Special resolution passed unanimously.
Mode of Voting	By Show of Hands
4. Raising of Funds through Rights Issue	**"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 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 renounces 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. **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 nationalized 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; (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 renounces; (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 utilized 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 utilized; 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. **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."

Resolution Required	Special resolution passed unanimously
Mode of Voting	By Show of Hands

In case of Poll/Postal ballot/E-voting:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100]	% of Votes against on votes polled (7)=[(5)/(2)]*100]
Promoter and Promoter Group	- NIL -						
Public – Institutional holders							
Public-Others							
Total							

For COROMANDEL ENGINEERING COMPANY LTD

R NARAYANAN
COMPANY SECRETARY