MINUTES BOOK

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF M/S.COROMANDEL ENGINEERING COMPANY LIMITED HELD ON WEDNESDAY, THE 14TH AUGUST, 2013 AT 10.30 AM AT RECTANGULAR HALL, DARE HOUSE, 2, N.S.C BOSE ROAD, CHENNAI - 600 001

PRESENT

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

Other Members Present

1. Ms Jananisri S
2. Mr Abhishek J
3. Mr S Ramanathan
4. Mr M Chidambaram
5. Mr S Srinivasan
6. Ms S Thilakavathy
7. Ms S Elakkiya
8. Ms M Rajalakshmi
9. Mr K Vivekanandan

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

CHAIRMAN'S INITIALS

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
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 S Antonysamy	- Head Operations
Mr G Viswanathkumar	- Senior Vice President
Mr. R Narayanan	- Company Secretary

Mr. M M Venkatachlam, Chairman occupied the Chair.

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

3. With the permission of the shareholders present, the Notice convening the Extra Ordinary General Meeting as circulated among Members was taken as read.

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

   OFFER, ISSUE, & ALLOTMENT OF 25,00,000 REDEEMABLE PREFERENCE SHARES

   The only item in the Notice relates to Offer, Issue, & Allotment of 25,00,000 Redeemable Preference Shares the Face Value Rs.100/- each at a premium of Rs. 20/- per share aggregating to Rs.30 Crores (Thirty Crores) by way of Private Placement basis and requested a shareholder to propose the resolution as an Special Resolution.

CHAIRMAN'S INITIALS

Supplied by : C. Sitaraman & Bros., Chennai - 600 014.
Ph : 28111516 / 28113950

Ms S Thilakavathy, shareholder proposed the following resolution as Special Resolution.

SPECIAL RESOLUTION

"RESOLVED THAT in accordance with the provisions of Section 80, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), the relevant provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to all necessary statutory or regulatory approvals, consents, permissions and/ or sanctions as may be deemed necessary including without limitation, approvals from the Government of India, Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and all other appropriate authorities, Institutions or Bodies and all other applicable laws, issued from time to time 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 any committee thereof), consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue and allot 25,00,000 Redeemable Preference Shares (hereinafter referred to as "Preference Shares ") of the face value of Rs.100/- each at a premium of Rs. 20/- per share aggregating to Rs.30 Crores (Rupees Thirty Crores Only) by way of private placement at such terms and conditions as the Board of Directors may in their absolute discretion think fit in the best interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to –

(a) decide and approve the other terms and conditions of the issue subject to agreement with the proposed allottee(s) and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to the compliance with the applicable guidelines, notifications, rules and regulations;

(b) accept any amendments, modifications, variations and alterations as the Government of India / RBI/ SEBI or any other regulatory authority may stipulate in that behalf;

(c) allot the preference shares;

(d) make available the preference shares in dematerialized form with NSDL and/or CDSL, if necessary;

(e) delegate all or any of the powers of the Board to one or more Executives (as considered appropriate) including execution of any documents on behalf of the Company with the investor/s or before any governmental authority(ies), Depositories / Stock Exchanges or any other regulatory body and to appoint any professional advisors / consultants in this regard.

(f) approve all other acts and deeds as may be required to give effect to this resolution."

CHAIRMAN'S INITIALS