



September 02, 2026

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 533167

Dear Sir,

Sub: Notice for the 78th Annual General Meeting and Annual report for the Financial Year 2025-26 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The 78th AGM of the Company will be held on **Tuesday, September 29, 2026, at 2.30 P.M. (IST)** through Video Conference (VC) / Other Audio Visual Means (OAVM).

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening 78th Annual General Meeting and the Annual Report for the financial year 2025-26 which is being circulated to the shareholders through electronic mode.

The Notice and the Annual Report will be made available on the Company's website at <https://coromandelengg.com/annual-report>

Thanking you,

Yours faithfully

For Coromandel Engineering Company Limited

**MANIMAR
AN**

Digitally signed by MANIMARAN
Date: 2026.09.02 17:27:27 +05'30'

G V Manimaran
Chairman and Managing Director



80 YEARS OF
ENGINEERING
EXCELLENCE
SINCE 1947

COROMANDEL ENGINEERING COMPANY LIMITED

Constructing Culture Beyond Excellence...

ANNUAL REPORT 2025-26



LEGACY OF TRUST. STRENGTH OF ENGINEERING. VISION FOR TOMORROW.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

G V Manimaran Chairman & Managing Director (DIN: 09707546)		
Ms. Rajendran Stella Isabella Non-Executive, Independent Director (DIN: 06871120)	Mr. Nallusamy Elangovan Non-Executive, Independent Director (DIN: 03293596)	Dr. Ravi Muthusamy Non-Executive, Independent Director (DIN: 08066520)
Dr. Ennarasu Karunesan Non-Executive Director (DIN: 00200432)	Dr. Swetha Non-Executive, Non-Independent Director (DIN: 01728751) (Appointed with effect from 25 th May 2026)	Mr. Baskaran Non-Executive Director (DIN: 01918525) (Resigned with effect from 25 th May 2026)

KEY MANAGERIAL PERSONNEL

Mr. Abdul Kader Batcha Babu Ismath Razack Chief Financial Officer	Sneha Jain Company Secretary & Compliance Officer
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BANKERS

Union Bank Limited Yes Bank Limited	IDFC First Bank Limited IndusInd Bank Limited
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AUDITORS

CNGSN & Associates Chartered Accountant Statutory Auditors	Rajmohan Nithya Practising Company Secretary Secretarial Auditor
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REGISTRAR & SHARE TRANSFER AGENT

KFin Technologies Limited (Formerly Kfin Technologies Private Limited)
Correspondence/Operational Address: Selenium Building, Tower B, Plot 31-32,
Nanakramguda, Serilingampally, Rangareddi, Hyderabad-500032
Tel:91-40-23420815 to 23420824
Fax: +91-4023420814; Toll Free No.1-800-3454001

REGISTERED OFFICE

Bascon Futura, No 10/2, Old No.56L, Venkatanarayana Road,
T.Nagar, Chennai-600017
Tel:044-25341513
Email: cscecl@cec.coromandel-group.com, Website:www.coromandelengg.com
CIN:L74910TN1947PLC000343

78TH ANNUAL GENERAL MEETING

78th Annual General Meeting
through Video Conferencing or Other Audio-Visual Means
on **Tuesday, 29th September 2026** at 2.30 p.m.

TEN YEARS FINANCIAL TREND

(Rs. In lakhs)

OPERATING RESULTS										
Particulars	2017 *	2018 *	2019*	2020*	2021*	2022*	2023*	2024*	2025*	2026*
Revenue from Operations	3,133.84	3,250.08	4,571.60	5,767.27	10,850.33	13,299.57	12,651.10	9,663.81	3,128.89	4308.84
Other Income	70.59	87.64	77.63	326.61	8.67	3.82	4.92	3.97	1.88	16.3
Profit/(Loss) before depreciation	(395.87)	(722.97)	(789.71)	(472.33)	(752.83)	(488.69)	(361.01)	(221.73)	(204.97)	153.7
PBT - Before Exceptional Income	(785.42)	(1,090.97)	(1,146.15)	(806.95)	(1,047.09)	(762.81)	(583.83)	(383.10)	(95.98)	16.88
PBT - After Exceptional Income	(785.42)	(1,090.97)	(1,146.15)	(594.02)	(741.72)	(564.32)	(385.34)	(361.89)	(95.98)	16.88
Profit/(Loss) after Tax	(767.85)	(1,256.89)	(1,181.90)	(465.61)	(798.41)	(796.68)	(450.86)	(439.73)	41.49	16.88
Total Comprehensive Income	(770.39)	(1,253.05)	(1,190.25)	(471.03)	(793.1)	(796.47)	(451.94)	(439.73)	277.71	44.87
SOURCES OF FUNDS										
Paid up share capital	4,023.36	4,023.36	4,023.36	6,158.99	6,158.99	3,323.36	3,323.36	3,323.36	3,323.36	3488.34
Reserves	(401.97)	(1,655.02)	(2,845.28)	(3,316.31)	(4,109.41)	(4,919.85)	(5,371.79)	(2,975.90)	(2,698.19)	(2157.54)
Loan Funds	2,921.57	5,204.54	5,360.09	3,834.94	3,093.38	1,432.16	2,442.23	1,667.85	2,259.34	2032.54
Deferred Tax Liability/(Asset) Net	(1,535.42)	(1,369.50)	(1,333.75)	(1,462.16)	(1,405.47)	(1,173.11)	(1,107.59)	(1,029.74)	1,087.68	1115.68
Total	5,007.54	6,203.38	5,204.42	5,215.46	3,737.49	1,498.19	2,121.84	985.57	3,972.19	4479.03
APPLICATION OF FUNDS										
Fixed Assets	2,065.53	1,688.49	1,343.22	1,014.41	726.25	492.36	347.31	205.44	421.81	287.80
Investments	17.67	19.17	15.37	15.37	15.37	-	-	-	-	-
Net Non Current and Current Assets	2,924.34	4,495.72	3,845.83	4,185.68	2,995.87	1,005.83	1,774.53	780.13	3,550.38	4191.23
Total	5,007.54	6,203.38	5,204.42	5,215.46	3,737.49	1,498.19	2,121.84	985.57	3,972.19	4479.03

* - Figures for periods ending from 31st March 2017 are under Ind AS

* - Paid up share capital as above includes Preference Share Capital Rs 700 Lakhs upto 31st March 2019 and Rs. 2835.63 Lakhs from 31st March 2020 and Nil from March 2024

DIRECTORS – A BRIEF PROFILE

Mr. MANIMARAN - (DIN: 09707546)**Chairman & Managing Director**

Mr. G V Manimaran holds a diverse and impressive academic portfolio, including a B.Sc. in Agriculture, JAIIB, LL.B., and an MBA. He is Founder and Director of Sasvitha Home Finance Limited. In the trade union sector, Mr. GV Manimaran played a pivotal role as the General Secretary of both the All-India Nationalized Banks Officers Federation (AIN BOF) and Canara Bank Officers' Association from 2012 to 2021. He also served as the Senior Vice President of the All-India Bank Officers Confederation (AIBOC) during the same period. Further, Mr. GV Manimaran has been the President of the Canara Bank Officers Thrift and Credit Society Ltd. from 2001 to 2021, showcasing his leadership and commitment to the financial well-being of banking professionals. He has 3 decades of experience in banking. He was the, "Officer Director" - December 2010 -DEC 2017. He was a part of Risk Management and HR board committees of Canara bank. TRADE UNION CREDENTIALS (Previous) General Secretary- All India Nationalized Bank Officers' Federation General Secretary- Canara Bank Officers' Association Senior Vice President - All India Bank Officers' Confederation President - Canara Bank Officers' Thrift & Credit Society Ltd.

Dr. Ennarasu Karunesan- (DIN: 00200432)**Non-Executive Independent Director**

Dr. Ennarasu Karunesan is a veteran leader with over 37 years of experience in the infrastructure and maritime sector. His illustrious career spans 25 years as President, Director & CEO, Chief Executive, and Chief Advisor in global infrastructure, Maritime, Ports, and Logistics. Dr. Karunesan has worked with prominent organizations at a Chief Executive level including Mumbai Port, Malaysia Ports, P&O Ports, Dubai Ports World, Jawaharlal Nehru Port Authority, Navi Mumbai, and Adani Ports & Special Economic Zone, Mundra, the largest port in India. Notably, he played a pivotal role in developing infrastructure at Westports, Malaysia (1996-2004), a major transshipment port in Asia, and developed three container terminals in Adani Ports, Mundra, Kattupalli Port, DP World Chennai and the development of the USD 10 billion Vadhavan Port in Maharashtra.

Dr. Karunesan holds a PhD in Maritime Management, a versatile mechanical engineer with an MBA from Jamnalal Bajaj Institute of Management, Mumbai. He is a multifaceted personality, passionate about health, safety, environmental, and green movement activities. A good team player with exceptional leadership skills. An accomplished endurance cyclist ridden 40,000 km exploring heritage sites of India and neighbouring countries.

Dr. Karunesan has received over 35 awards for his service to Indian and global ports, remarkably the Government of Tamil Nadu's "Kappalotiya Tamizhan award.

Mr. Baskaran Srinivasan - (DIN: 01918525)**Non-Executive Independent Director**

Mr. S Baskaran possesses over 20 years of post-qualification experience in strategic planning, land development and real estate, feasibility analysis, profit Revenue Maximization. He has a Verifiable track record for the successful completion of large projects, developing partnerships and building positive rapport with vendors and clients and is versed in all land and real estate business and operations. Mr. S. Baskaran has tendered his resignation from the office of Director of the

Company with effect from 25th May 2026 due to his preoccupation with other professional and personal commitments. The Board places on record its appreciation for his valuable guidance and contributions during his tenure as a Director of the Company.

R Swetha (Din: 01728751)

Non-Executive Non-Independent Director

Dr. Swetha is a renowned Industrialist, Educationist and Philanthropist. In a career spanning more than a decade across many States of India. She has established a reputation as a tireless Industrialist and an able Administrator who has brought laurels not only to the Accord Group of Companies and the Bharath Group of Institutions that she is heading but also to the State of Tamil Nadu. She holds an M.B.B.S. from Madras Medical College, Chennai; an M.B.A. from Bharath University; and a Ph.D. from Bharath Institute of Higher Education & Research, Chennai. She presently serves as the Managing Director of diversified business and educational institutions across Healthcare, Hospitality, Education, Power Generation, Pharmaceuticals, Media, and Infrastructure. Through her vision and commitment to social responsibility, she continues to create a lasting impact on education, healthcare, and community development.

Dr. Ravi Muthusamy-(DIN: 08066520)

Non-Executive Independent Director

Dr. Ravi Muthusamy has over three decades of diverse and distinguished service in law enforcement, beginning his career in the Indian Police Service (IPS) in 1991. He has demonstrated exceptional leadership, serving in various capacities across Tamil Nadu and at the national level. His work spans operational, administrative, and specialized roles in crime prevention, public order maintenance, and community policing and served immediately before his retirement on 31st May 2022, as Director General of Police (DGP) M. Ravi's career exemplifies unwavering dedication to the service of the public and law enforcement excellence, marked by a commitment to continuous learning, proactive policing, and leadership in challenging roles. His tenure has left a lasting impact on public safety, law enforcement policy, and community engagement across Tamil Nadu and beyond.

Mr. Nallusamy Elangovan - (DIN:03293596)

Non-Executive Independent Director

Mr Nallusamy Elangovan is a law graduate from Madras law college, and He has three decades of experience at the Bar and advising large corporates in India and Abroad in diversified space of Finance sector/ Fertilizers/ petro chemical Companies on various projects / mergers/ take overs / legal structuring the Business Ventures accordance to the law. He is Sr legal consultant for US based Cyber security company having business operation in INDIA/ Middle east/ US and also Sr legal consultant for EOU in Food Sector.

Mrs. R S Isabella– (DIN: 06871120)

Non-Executive Independent Director

Smt. R. S. Isabella is a veteran banker with her experience spanning over three decades in the financial sector. She has an outstanding academic record to her credit being a Gold Medalist in B Com, besides holding a Masters' Degree in Bank Management (MBM) and a master's degree in business administration (MBA) from reputed institutions. She is also a certified Associate of Indian Institute of Bankers. She began her career in Karur Vysya Bank in 1993 as an officer and has worked in almost key operational segments of banking specializing in corporate and project finance. She joined Repco Bank in the year 1999 and worked in various capacities heading pivotal departments such as Credit, Accounts and Audit, Information Technology, Treasury and Funds Management, Human Resource, Legal, Inspection etc. She was instrumental in formulation of key policies, processes and systems in all functional areas of the bank. She took charge as Executive Director of the bank in the year 2015 and appointed as managing Director of the bank in the year 2019 by the Govt of India. She also held the position of CMD of Repco Micro Finance and Director of Repco Home Finance, a listed company. During her tenure, the institutions exhibited exemplary growth in business and bottom line and the awards and accolades received by her bear testimony to it. She was conferred with "Woman leader of the year" among CEO s of Co-operative Banks in the year 2019-2020 and 2022-2023 besides several awards for furthering financial inclusion of women through SHG lending. She is also an independent director in Soulful Innovative Care Pvt Ltd and financial advisor to RMD Group of Hospitals.

BOARD'S REPORT

Dear Members,

Your Director's present the 78th Annual Report and the audited financial statements for the financial year ended 31st March 2026.

The financial performance of the Company for the financial year ended 31st March 2026 is summarized below:

FINANCIAL RESULTS:

(₹ in Lakhs)

Particulars	2025-26	2024-25
Gross Income	4325.14	3130.77
Profit / Loss before interest and Depreciation	461.72	312.10
Finance Charges	308.02	299.07
Depreciation and Amortization expenses	136.82	108.99
Total Expenses	4308.26	3,226.75
Profit/(loss) after exceptional item and before tax	16.88	(95.98)
Deferred Tax	-	(137.46)
Net Profit/ (loss) after tax	16.88	41.49
Other Comprehensive Income /(Loss)	28	315.74
Tax impact on the revaluation surplus	-	(79.52)
Total Comprehensive Income	44.87	277.71
Earnings per share	0.00	0.12

OPERATIONS AND PERFORMANCE

- During the financial year ended 31st March 2026, the Company demonstrated marginal operational income, reflecting improved business momentum and enhanced execution capabilities. Revenue from operations witnessed an increase to ₹ 4,308.84 lakhs as against ₹ 3,128.89 lakhs in the previous year, registering a growth of approximately 37.72%. The rise in revenue indicates stronger order execution, improved project activity, and better absorption of operational capacities during the year under review.
- The Company successfully transitioned from a loss-making position in earlier years to profitability during the current year. Profits before exceptional items stood at Rs. 16.88 lakhs compared to a loss of ₹ 95.98 lakhs in the preceding year. The

Company reported a Net Profit after tax of ₹ 16.88 lakhs as against a Net profit of ₹ 41.49 lakhs in the previous financial year.

- Further, the Company reported Total Comprehensive Income of ₹ 44.87 lakhs during the year. The improvement was supported by positive movements in revaluation surplus under Other comprehensive income, thereby strengthening the net worth position of the Company.
- Overall, the financial year under review reflects the Company's improved operational framework, recovery in business activity, and management's sustained efforts towards improving profitability, optimizing resources, and reinforcing long-term business sustainability. The performance lays a stronger foundation for future growth and improved stakeholder confidence.

- There has also been notable progress in the timely collection of receivables from ongoing projects, contributing to improved cash flow. Additionally, prudent financial management helped keep finance costs under control.

CHANGE IN NATURE OF BUSINESS

During the financial year under review, the Company expanded the scope of its business by altering the Main Objects Clause of its Memorandum of Association. Pursuant to the approval of the members by way of a Special Resolution passed through Postal Ballot, the results of which were declared on 25th July 2025, the Company amended its Memorandum of Association to undertake additional business activities in line with its long-term strategic objectives.

While the Company continues to carry on its existing business of construction activities, the alteration of the Main Objects Clause enables the Company to diversify into additional business sectors, thereby broadening its business operations and creating new avenues for growth. The diversification is expected to strengthen the Company's business portfolio, enhance revenue opportunities, reduce dependence on a single line of business, and improve long-term value creation for its stakeholders.

The Board believes that this strategic expansion of the Company's business activities will position the Company for sustainable growth while continuing to leverage its expertise in the construction sector.

DIVIDEND AND GENERAL RESERVE

Your Directors has not recommended any dividend for the financial year ended 31st March 2026. The Company has not transferred any amount to the general reserve.

SHARE CAPITAL

As on 31st March 2026, the authorised share capital of the Company stood at Rs. 72,00,00,000 (Rupees Seventy-Two Crores only), comprising:

- ✓ 5,20,00,000 Equity Shares of Rs. 10/- each, aggregating to Rs. 52,00,00,000; and
- ✓ 2,00,00,000 Preference Shares of Rs. 10/- each, aggregating to Rs. 20,00,00,000.

The paid-up equity share capital of the Company as on 31st March 2026 was Rs. 34,88,34,380, comprising 3,48,83,438 Equity Shares of Rs. 10/- each.

During the previous financial year 2024-25, the shareholders of the Company, by way of a Special Resolution passed through Postal Ballot, the results of which were declared on 27th March 2025, approved the issuance of up to 67,22,722 Equity Shares of the Company on a preferential basis to promoters and non-promoters at an issue price of Rs. 40.05 per equity share (including a premium of Rs. 30.05 per equity share).

Pursuant to the aforesaid approval and upon receipt of the requisite regulatory in principle approval, the Board of Directors, on 8th May 2025, allotted 16,49,840 Equity Shares on a preferential basis. Consequently, the paid-up equity share capital of the Company increased to Rs. 34,88,34,380, comprising 3,48,83,438 Equity Shares of Rs. 10/- each.

DETAILS OF DEPOSITS

The Company has not accepted any Deposits covered under Section 73 of the Companies Act 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

ALTERATION OF MEMORANDUM OF ASSOCIATION

During the financial year ended 31st March 2026 there was no alteration or amendment made to the Articles of Association. However, the Board of Directors, at their meeting held on 20th May 2025, recommended the following alterations to the Memorandum of Association of the Company, subject to the approval of the members:

- i. Subdivision of unissued preference shares of the Company;
- ii. Reclassification of the authorised share capital of the Company;
- iii. Adoption of a revised set of the Memorandum of Association in conformity with the provisions of the Companies Act, 2013.

The aforesaid alterations were approved by the members of the Company by way of an Ordinary Resolution for (i) and Special Resolution for (ii) and

(iii) passed through Postal Ballot, the results of which were declared on 25 July 2025. Consequently, the Memorandum of Association of the Company stands amended in accordance with the approvals accorded by the members and the applicable provisions of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, your Company has neither extended any loans, guarantees nor made any investments covered under the provisions of Section 186 of the Companies Act, 2013.

RISK MANAGEMENT AND OVERSIGHT

With a strategic focus on integrating risk management into the Company's overall strategic and operational framework, the Board of Directors has established a robust mechanism for regular review and monitoring of key business risks. This process, implemented in close coordination with the management team, ensures that potential risks are proactively identified, assessed, and mitigated through appropriate control measures.

The Board engages in periodic discussions with the management to stay informed on emerging risks and the effectiveness of mitigation strategies, thereby enabling comprehensive risk oversight at the Board level.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

In addition to operational controls, the Board has instituted comprehensive standards, processes, and frameworks to establish and maintain effective Internal Financial Controls (IFC), ensuring the Company's financial operations are conducted responsibly and with due diligence.

These controls are subject to continuous monitoring, regular management reviews, and self-assessment to ensure their effectiveness. The internal control framework is aligned with the Company's business objectives and is periodically reviewed and approved by the Audit Committee.

The Audit Committee actively monitors the adequacy and performance of these controls. Significant observations are followed up, and necessary actions are taken and reported to the Committee for oversight.

The Company has adequate Internal Financial Controls in place with reference to its Financial Statements, ensuring compliance with applicable laws and regulations, safeguarding assets, and supporting optimal use of resources, thereby protecting stakeholder interests.

During the year under review, these controls were evaluated and no reportable material weaknesses or deficiencies in design or operation were observed.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

As on 31st March 2026, the Board of Directors of the Company comprised six Directors, consisting of three Independent Directors, two Non-Executive Directors, and one Executive Director, as tabled below:

i. Mr. G V Manimaran	Chairman & Managing Director
ii. Mrs. R S Isabella	Non-Executive -Independent
iii. Mr. Nallusamy Elangovan	Non-Executive -Independent
iv. Dr. Ravi Muthusamy	Non-Executive -Independent
v. Dr. Ennarasu Karunesan	Non-Executive-Non - Independent
vi. Mr. Baskaran	Non-Executive -Non-Independent

Subsequent to the Financial year ending 31st March 2026, Mr. S. Baskaran resigned from the office of Director of the Company with effect from 25th May 2026, owing to his preoccupation and other personal commitments.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on 25th May 2026, appointed Dr. Swetha (DIN: 01728751) as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from 25th May 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the shareholders.

Thereafter, the shareholders of the Company, by way of a Postal Ballot, the results of which

were declared on 11th July 2026, approved the appointment of Dr. Swetha (DIN: 01728751) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation. Accordingly, Dr. Swetha continues to hold office as a Director of the Company in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

During the year under review, there are no significant changes in the composition of board of directors. However, the details of Composition of Board and its committees are furnished in the corporate governance report attached with the Annual report.

In pursuance of Section 152 of the Companies Act, 2013 and the rules framed there under Dr. Ennarasu Karunesan, Non-Executive Director (DIN 00200432), of the Company is liable to retire by rotation, at the 78th Annual General Meeting and being eligible offers himself for reappointment.

The resolution seeking members approval for the re-appointment of Dr. Ennarasu Karunesan as a Director of the Company is included in the Notice convening the 78th Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience, and they fulfil the conditions specified in the Act and the Rules made thereunder and are independent of the management.

The details of program for familiarization of Independent Directors with the Company, nature of the industry in which the Company operates, and related matters are uploaded on the website of the Company at the link <https://coromandelengg.com/policies>.

The Board of Directors has carried out an annual evaluation of its own performance, working of its Committees and Individual Directors of the Company pursuant to the provisions of the Companies Act,

2013 read with the Rules framed thereunder and SEBI (LODR) Regulations. The performance was evaluated by the Board after seeking input from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

Pursuant to the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulations, the Independent Directors of the Company had a separate meeting during the financial year without the attendance of non-independent Director at its meeting held on 24th March 2026, the performance of the Non-Independent Directors, the Board as a whole was evaluated, taking into account the views of Directors

During the year under review, there were no changes in the office of Key Managerial Personnel.

MEETINGS OF THE BOARD

During the financial year ended 31st March 2026, 7 (Seven) Board Meetings were held. Details of the meetings held, and attendance of each Director are given in the Corporate Governance Report forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge and ability confirm as under:

- (a) in the preparation of the annual Financial Statements, the applicable accounting standards have been followed, and no material departures have been made from the same.
- (b) The accounting policies mentioned in Note No. 3 of the Financial Statements have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2026 and of the profit of the company.
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the

assets of the company and for preventing and detecting fraud and other irregularities.

- (d) the annual accounts of the company have been prepared on a going concern basis.
- (e) the internal financial controls to be followed by the company have been laid down and such internal financial controls are adequate and operating effectively;
- (f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDIT COMMITTEE

Your Company has an Audit Committee pursuant to the requirements of the Act read with Rules framed thereunder and SEBI (LODR) Regulations, 2015. The details relating to the same are given in the report on Corporate Governance forming part of this Report. During FY 2025-26, the recommendations of Audit Committee were duly accepted by the Board.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Throughout the year, all contracts, arrangements, or transactions involving related parties including transactions with related parties that met the criteria for materiality (as per the company's policy on related party transactions) adhered to the stipulations outlined in the Companies Act, 2013 and SEBI, LODR regulations. Furthermore, the details of such transactions that necessitated reporting in Form No. AOC-2, as per Section 134(3) (h) in conjunction with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 forms part of the Board report. All the transactions that were conducted by Company with its related parties during the financial year under review were at arm's length basis.

The Policy on Related Party Transactions, as approved by the Audit Committee and Board, is available on the Company's website at <https://coromandelengg.com/policies>.

The details of all the transactions with Related Parties are provided in the accompanying financial statements.

VIGIL MECHANISM

In accordance with Section 177 of the Act and Regulation 22 of SEBI (LODR) Regulations, the Company has formulated a Vigil Mechanism and has a whistle blower policy in place to address genuine concerns or grievances, if any, of the directors and employees. The whistle blower policy is available on the website of the Company at <https://coromandelengg.com/policies>

PREVENTION OF INSIDER TRADING

Your Company has adopted a code of conduct for prevention of "Insider Trading" as mandated by the SEBI and the same is available on the website of the Company: <https://coromandelengg.com/policies>. Your Company's Audit Committee monitors implementation of said Policy.

NOMINATION AND REMUNERATION COMMITTEE

The Company has in place a Nomination and Remuneration Committee in terms of the requirements of the Companies Act, 2013 read with the rules made there under and Regulation 19 of the SEBI (LODR) Regulations. The details relating to the Committee are given in the report on corporate governance forming part of this report.

The Board has accepted the recommendations of the Nomination and Remuneration Committee and there were no incidences of deviation from such recommendations during the financial year under review.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has in place a Stakeholders Relationship Committee in terms of the requirements of the Companies Act, 2013 read with the rules made there under and Regulation 20 of the SEBI (LODR) Regulations. The details relating to the Committee are given in the report on corporate governance forming part of this report.

TECHNICAL COMMITTEE

The Technical Committee of the Board, which was constituted on 14th December 2024 to provide focused oversight on technical and project-related matters, continued to function during the year. Subsequent to the resignation of Mr. Baskaran and appointment of Dr. Swetha as a Director of the Company, the Board reviewed the necessity of continuing the Technical Committee and, considering the existing operational requirements, approved its cessation with effect from the 25th May 2026. Accordingly, the Committee ceased to function from the said date, and the functions, role and responsibilities of the Technical Committee would be undertaken by the Board.

REMUNERATION POLICY

In line with the recommendations of the Nomination and Remuneration Committee, the Board of Directors has adopted a comprehensive policy for the selection, appointment, and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management, and other employees.

This policy is designed in accordance with the provisions of Section 178 of the Companies Act, 2013, and Regulation 19 along with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Its core objective is to ensure that the remuneration structure is reasonable, competitive, and aligned with the company's performance. It aims to attract, retain, and motivate highly competent individuals while striking a balance between short-term and long-term goals to drive sustainable growth.

The policy is available for reference on the company's official website at the following link: <https://coromandelengg.com/policies>

CORPORATE SOCIAL RESPONSIBILITY

As the Net Profit before Tax as computed under Section 198 of the Companies Act, 2013 for the year ended 31st March 2026 does not reach the threshold limit mentioned in Section 135 of the Companies Act, 2013, the requirements for forming a CSR Committee and spending on CSR under Section 135 of the Companies Act, 2013, do not apply to the Company.

AUDIT**STATUTORY AUDIT**

M/s. CNGSN & Associates LLP, Chartered Accountants, (FRN. 004915S/S200036) Chennai were appointed as Statutory Auditors of the Company at the 74th Annual General Meeting of the Company held on 3rd August 2022, to hold office for a term of 5 consecutive years until the conclusion of 79th Annual General Meeting of the Company.

M/s. CNGSN & Associates LLP, Chartered Accountants, has furnished a certificate of their eligibility and consent under section 139 and 141 of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014 for their continuance as the Auditors of the company for the Financial Year 2026-27. In terms of the Listing Regulations, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

The Independent Auditors' Report(s) to the Members of the Company in respect of the Financial Statements for the Financial Year ended 31st March 2026 form part of this Annual Report and contains no qualification or adverse remarks or disclaimer with regard to the financial statements for the financial year 2025-26.

STATUTORY AUDITORS' - EMPHASIS OF MATTER:

The Statutory Auditors of the Company have included an *Emphasis of Matter* in their report for the financial year ended 31st March 2026. The said *Emphasis of Matter* does not constitute a qualification or modification of their opinion but has been included to draw attention to certain matters disclosed in the financial statements:

1. *We draw attention to the delay in statutory dues to Government authorities. Delays were observed in the remittance of Goods and Services Tax (GST), Tax Deducted at Source (TDS), Employees' Provident Fund (EPF) contributions, and Employees' State Insurance (ESI) dues, together with the applicable interest thereon. Further, TDS for the months of February and March remains unpaid as at the reporting date. We draw attention to GST*

regulations relating to the applicability of the Reverse Charge Mechanism (RCM), where the liability discharge is inconsistent. Our opinion is not modified in respect of this matter.

2. *We draw attention to the matter of TDS on certain interest payments on unsecured loans, which, though deducted, remains unpaid for certain months. Further, in respect of certain interest payments and provisions on unsecured loans, TDS has neither been deducted nor remitted, as required under the provisions of the Income-tax Act, 1961. Our opinion is not modified in respect of this matter.*
3. *We draw attention to dues to Micro, Small and Medium Enterprises (MSMEs), including interest, aggregating to Rs.10,05,21,229, which remain unpaid beyond the due dates prescribed under the Micro, Small and Medium Enterprises Development Act, 2006. Our opinion is not modified in respect of this matter.*
4. *We draw attention to the outstanding long-term loan from financial institution. During the financial year 2025- 26, repayments of the loan were not made in accordance with the scheduled due dates and amounts specified in the repayment terms and were settled subsequently. Our opinion is not modified in respect of this matter.*
5. *We draw attention to the Provident Fund (PF) exemption, pursuant to which the Provident Fund Department has raised a notice for recoupment of a loss amounting to Rs.1.06 crore. Out of this amount, 25L was paid during the FY 2025-26, 81 Lakh remains unpaid. However, provision for the same has been created in the books. Our opinion is not modified in respect of this matter.*
6. *Owing to the voluminous nature of the transactions undertaken by the entity, a comprehensive verification of GST and Input Tax Credit (ITC) claims is difficult. Accordingly, our procedures in this area were performed on a test-check basis, placing primary reliance*

on internal audit reports and the supporting records made available to us.

Management's response to the above emphasis of matters mentioned in the Auditors Report:

1. The Board has noted the observations made by the Statutory Auditors under the Emphasis of Matter paragraph relating to delays in remittance of certain statutory dues including GST, TDS, EPF and ESI along with applicable interest thereon and pending remittance of TDS for certain months. The delays were primarily on account of temporary operational and liquidity constraints faced during the year.

The Company has taken necessary steps to regularize the outstanding statutory dues and strengthen its internal monitoring and compliance mechanisms to ensure the timely discharge of statutory obligations going forward. Further, the TDS pertaining to the months of **February 2026 and March 2026** has since been remitted by the Company. The Management has reviewed the matter and has taken necessary steps to ensure proper identification of transactions attracting RCM and timely discharge of the applicable GST liability.

2. In respect to TDS matters relating to interest on unsecured loans, the management is reviewing the applicable legal position and undertaking corrective actions, wherever required, to ensure full compliance with the applicable provisions of law.
3. The delay in settlement of such dues was primarily attributable to temporary cash flow constraints, operational delays and invoice reconciliation matters during the year.

The Company has appropriately recognised the outstanding dues in its books of account in accordance with the provisions of the MSME Act, 2006 and is actively engaging with MSME vendors to resolve pending matters and clear the dues in a phased manner. The Company remains committed to statutory compliance and continues to strengthen internal processes to ensure timely settlement of obligations going forward. The delay in servicing the scheduled instalments has since been addressed, and the Company is taking necessary steps to ensure timely compliance with repayment obligations going forward.

4. With respect to the observation regarding repayments of long-term loan from the financial institution not made in accordance with the scheduled due dates and were settled subsequently, the Board clarifies that the delays occurred due to temporary cash flow constraints. The Company has subsequently regularized the repayments and continues to monitor its liquidity position and strengthen financial planning mechanisms to ensure timely servicing of debt obligations going forward.
5. The Board has noted the observation relating to the Provident Fund exemption matter and the notice raised by the Provident Fund Department for recoupment of loss. During the year, the Company has discharged a portion of the liability of Rs 25 Lakhs during the financial year and has created appropriate provision in the books for the balance amount of Rs 81 Lakhs in accordance with applicable accounting requirements. The Company continues to engage with the relevant authorities and take necessary actions in relation to the matter.
6. Considering the volume and nature of transactions undertaken by the Company, the verification of GST and ITC has been carried out on a test-check basis, with due reliance placed on the internal audit reports and supporting records maintained by the Company. The Management confirms that appropriate internal controls and review mechanisms are in place for monitoring GST compliances and ITC claims and that necessary care is exercised to ensure compliance with the applicable provisions of the GST laws

DETAILS OF FRAUD

The Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Act and Rules framed there under either to the Company or to the Central Government during FY 2025-26.

COST AUDIT

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies

(Cost Records and Audit) Rules, 2014 and other applicable provisions, if any, the Company was **not required to appoint a Cost Auditor for the Financial Year 2025-26**, as the turnover of the Company from the construction services was below the prescribed threshold limit of **Rs. 35 Crores** under the Companies (Cost Records and Audit) Rules, 2014.

SECRETARIAL AUDITOR, SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mrs. Nithya Gokul of M/s. Nithya Gokul & Associates, Company Secretaries, Chennai to conduct the Secretarial Audit of the Company for the Financial Year 2025-26. The Secretarial Audit Report is enclosed as Annexure 3.

The Secretarial auditor has issued the audit report with a qualification. The qualifications are as follows:

- ✓ During the period under review the Company has complied with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other relevant Rules, Regulations, Guidelines, Standards *except that there was a delayed filing of disclosure of Related Party Transactions for the half-year ended 30th September 2025 by one day under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which a fine of ₹ 5,900/- (inclusive of GST) was levied by BSE Limited and duly paid by the Company.*

Management reply

The delay was limited to one day, and the fine of ₹5,900/- (inclusive of GST) levied by BSE Limited has been duly paid by the Company. The Company has strengthened its internal compliance monitoring and review mechanism to ensure timely and accurate filing of all statutory and regulatory disclosures going forward.

INTERNAL AUDIT

Pursuant to the provisions of Section 138 of the Companies Act, 2013, read with Rule 13 of the Companies (Accounts) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, M/s. B Thiagarajan & Co., Chartered Accountants, Chennai, were re-appointed as the Internal Auditors of the Company for a term of two financial year (2026-27 & 2027-28) at the board meeting held on 25th May 2026.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis for the year under review as stipulated under Regulation 34(2) of the SEBI (LODR) Regulations, highlighting the business details, is attached and forms part of this report.

CORPORATE GOVERNANCE REPORT

In terms of Regulation 34 of the Securities and Exchange Board of India (LODR) Regulations, a report on Corporate Governance along with a Certificate from a Practicing Company Secretary confirming the compliance with the conditions of Corporate Governance is attached to this report.

COMPLIANCE WITH THE PROVISIONS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a prevention of Sexual Harassment and Grievance Handling Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

During the year ended March 31, 2026:

1. the number of sexual harassment complaints received - Nil
2. the number of such complaints disposed – Nil

3. the number of cases pending for a period exceeding ninety days - Nil

STATEMENT ON MATERNITY BENEFIT COMPLIANCE

Your Company is in compliance with the provisions of the Maternity Benefit Act, 1961.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, & FOREIGN EXCHANGE EARNINGS AND OUTGO

The core business of the Company revolves around civil construction, which inherently involves low energy consumption. As such, the provisions relating to conservation of energy and technology absorption under Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company.

A. Conservation of energy;

- the steps taken or impact on conservation of energy – Nil
- the steps taken by the Company for utilizing alternate sources of energy – Nil
- the capital investment on energy conservation equipments – Nil

Nevertheless, the Company remains committed to sustainable construction practices and has voluntarily adopted several eco-friendly measures to minimize environmental impact and promote resource efficiency, including:

- Installation of energy-efficient LED lighting across project sites.
- Implementation of waste reuse practices, such as using filled cement bags and construction debris for ground stabilization.
- Utilization of broken bricks in non-structural applications like weathering courses.
- Repurposing scrap steel for drains, covers, and embedded supports in construction.
- Creative use of granite waste in anti-skid flooring, parking areas, and landscaping features.
- Application of Kota stone remnants in seating and decorative planters to avoid material wastage.

- Overall efforts to reduce construction waste, optimize material usage, and limit environmental emissions.

These initiatives reflect the Company's proactive approach to environmental responsibility and its commitment to integrating sustainable practices into day-to-day operations.

B. Technology absorption:

(i) The efforts made towards technology absorption;	...
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution;	...
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	...
(a) the details of technology imported;	...
(b) the year of import;	...
(c) whether the technology been fully absorbed;	...
(d) if not fully absorbed, areas where absorption PARTY has not taken place, and the reasons thereof; and	...
(iv) The expenditure incurred on Research and Development.	...

C. During the year, the Company did not have any foreign exchange earnings and outgo.

SUBSIDIARIES / ASSOCIATES / JOINT VENTURES

During the year under review, your Company has no Subsidiary / Associate / Joint Venture.

ANNUAL RETURN

The details forming part of the annual return in the prescribed Form MGT-7 as per Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available at the website of <https://coromandelengg.com/annual-general-meeting>.

DEMATERIALISATION OF SHARES

As of March 31, 2026, 99.87% of the Company's paid-up Equity Share Capital exists in dematerialized

form, with the remaining 0.13% in physical form.

Your Company has updated the relevant forms in the website of the company regarding the procedure to convert their physical shares into dematerialized form.

The Company's Registrar and Share transfer Agent is KFin Technologies Limited having its office at Selenium Tower B, Plot 31-32, Nanakramguda, Serilingampally, Rangareddi, Hyderabad-500032.

SECRETARIAL STANDARDS

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) & Secretarial Standards on General Meetings (SS-2).

PARTICULARS OF EMPLOYEES REMUNERATION

The ratio of remuneration of each Director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013 and information relating to employees to be disclosed under Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed to and forms part of this report.

GENERAL

Your directors state that no disclosure or reporting is required of the following matter as there were no transactions on these matters during the year under review:

- Issue of equity shares with differential rights.
- Issue of shares to employees of the Company under any scheme.
- No instance of fraud reported by the Auditors under section 143 (12) of the Act.
- There are no proceedings pending under the Insolvency and Bankruptcy code, 2016.
- There was no instance of one-time settlement with any Banks or financial institution.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

Subsequent to the end of the financial year, the

Company has not undertaken any material actions that will create impact in its capital structure and financial position:

PAYMENT OF FINE TO STOCK EXCHANGE

During the year under review, the Company inadvertently missed filing the following documents.

S. No.	Compliance requirement / Regulation	Details of violation / deviation	Fine / Penalty levied	Action taken by the Company	Current status / remarks
1	Submission of half-yearly report on related party transactions – Regulation 23(9) of SEBI (LODR) Regulations, 2015	The Company did not submit the related party transaction details for the half-year ended 30 th September 2025 within the prescribed timeline. The disclosure was submitted to BSE on 12 November 2025, with a delay of one day.	Rs. 5,900 (inclusive of GST)	The Company paid the fine to BSE on 17 th December 2025.	The delay was stated to be due to an inevitable situation. The Board of Directors took note of the matter at its meeting held on 11 th February 2026.

*Also, the Company has paid the penalty of Rs. 1,05,000 on 11th April 2025 as the waiver application which was filed with BSE on 02nd June 2024 under Case No. 205405 has been rejected. The said penalty pertains to the financial year 24-25.

The Company remains committed to ensuring strict compliance with all applicable regulatory requirements and is taking necessary steps to strengthen its internal compliance mechanisms to avoid such instances in the future.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

The Company has not received any significant material orders passed by the regulators or courts or tribunals impacting on the going concern status and company's operations in future.

ACKNOWLEDGEMENT

Your directors take this opportunity to thank the Customers, Banks, the Government of India, the Government of Tamil Nadu, Stock Exchange and all the Stakeholders for their continued co-operation, support and assistance extended to the Company.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Place: Chennai
Date: 12th August, 2026

G V MANIMARAN
CHAIRMAN & MANAGING DIRECTOR
DIN: 09707546

FORM NO. AOC.2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - NIL

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts /arrangements / Transactions & Duration of the contracts / arrangements / Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (Rupees in Lakhs)	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Bharath Medical College and Hospital (a part of Shri Lakshmi Ammal Educational Trust)/ Promoter Group	Sale of Construction Services 1 st April 2025- 31 st March 2026	Project Coordination Services, College building work, Engineering Co-ordination / 68.30	13/08/2025	-
Bharath Institute of Higher Education / Promoter Group (a part of Shri Lakshmi Ammal Educational Trust)/ Promoter Group	Sale of Construction Services 1 st April 2025- 31 st March 2026	Project Coordination Services, College building work, Engineering Co-ordination / 1547.01	13/08/2025	-
Lakshmi Ammal Educational Trust / Promoter Group	Sale of Construction Services 1 st April 2025- 31 st March 2026	Project Coordination Services, College building work, Engineering Co-ordination / 1567.63	13/08/2025	-
Kalaimaran Apartments / Relative of Director	Sale of construction services / 01 st April 2025 – 31 st March 2026	Construction of residential apartment / 12.30	31/01/2025	
Sameera Estates Private Limited / a Director of the Company is Director	Sale of construction services / 01 st April 2025 – 31 st March 2026	Project Coordination Services, building work, Engineering Co-ordination / -87.35	31/01/2025	
Silver Sands Beach Resort / Promoter	Sale of Construction Services	Project Coordination Services, Resort & Resort building work, Engineering Co-ordination / 800	13/08/2025	

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Place: Chennai
Date: 12th August, 2026

G V MANIMARAN
CHAIRMAN & MANAGING DIRECTOR
DIN: 09707546

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR 2025-26

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

The Members,
Coromandel Engineering Company Limited
CIN: L74910TN1947PLC000343
Bascon Futura, New No. 10/2, Old No. 56L,
Venkatanarayana Road, T. Nagar,
Chennai – 600 017

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Coromandel Engineering Company Limited** (CIN: L74910TN1947PLC000343) hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2026 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;

- iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable to the Company during the audit period**
 - f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not applicable to the Company during the audit period**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - **Not applicable to the Company during the audit period**

- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not applicable to the Company during the audit period** and
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not applicable to the Company during the audit period** and

vi) other laws applicable to the company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange(s),

During the period under review the Company has complied with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other relevant Rules, Regulations, Guidelines, Standards *except that there was a delayed filing of disclosure of Related Party Transactions for the half-year ended 30th September 2025 by one day under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which a fine of ₹5,900/- (inclusive of GST) was levied by BSE Limited and duly paid by the Company.*

I further report that

- The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- The Board of Directors approved the allotment of 16,49,840 Equity Shares of Rs. 10/- each issued at a premium of Rs. 30.05/- per share to Promoter and Non-Promoter category on a preferential basis vide Circular Resolution dated 8th May 2025. Subsequently, the Company obtained listing approval from the Stock Exchange on 16th July 2025 and trading approval on 3rd September 2025.

I have relied on the representation made by the Company and its Officers for the systems and mechanism formed by the company for compliances under other generally applicable acts, laws and regulations, guidelines, etc.,

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Chennai
Date: 12th August, 2026

RAJMOHAN NITHYA
Practicing Company Secretary
F9221 | C.P: 10804
Peer Review No: 3662/2023
UDIN: F009221H001076870

To

The Members,

Coromandel Engineering Company Limited

CIN: L74910TN1947PLC000343

Bascon Futura, New No. 10/2, Old No. 56L,

Venkatanarayana Road, T. Nagar,

Chennai – 600 017

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai

Date: 12th August, 2026

RAJMOHAN NITHYA

Practicing Company Secretary

F9221 | C.P: 10804

Peer Review No: 3662/2023

UDIN: F009221H001076870

STATEMENT OF EMPLOYEES' REMUNERATION

- A. Details of employees who were paid remuneration in excess of Rs. 8.50 lakhs per month or Rs. 102 lakhs per annum during 2025-26 as per Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 duly amended by the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2016 are as follows: NIL
- B. Details of Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: NIL
- c. Statement showing particulars of top ten employees in terms of remuneration drawn is given below

S. No	Name of the Employee Nature of Employment	Designation	Date of Commencement of Employment	Qualification	Remuneration (in Rs.)	Age	Last employment held by such employee before joining the company	Percentage of equity shares held by the employee in the company	Relationship of employee with Director	REMARKS
1	Sethupathy R Permanent	Chief Operating Officer	25-11-2024	BE-Civil	20,35,128	64	Tamilnadu Slum Clearance Board	NA	NA	Live
2	A K Babu Ismath Razack Permanent	CFO	20-11-2024	BSc(Agri) MBA(Finance), CMA(USA), ACMA, Ph.D	20,22,596	64	Ali Alghanim & Sons Group General Trading & Contracting Co. Kuwait	NA	NA	Live
3	Perumalrajan Seeni Permanent	Chief Technical Officer	23-10-2024	BE-Civil, LLB	19,05,997	45	ASGC Construction, Dubai	NA	NA	Live
4	Ganesh Kumar I Permanent	Associate Vice President	23-10-2024	B.Tech	14,59,932	35	Power Tech Construction, Oman	NA	NA	Live
5	Thirumalai K N Permanent	Assistant General Manager-Project & Systems	23-03-2009	BE (1988)	12,31,573	59	ETA ASCON, DUBAI	NA	NA	Live
6	Prasanth M Permanent	Head - HR	23-10-2024	MBA - HR	10,58,288	44	Accord Distillers and Breweries Pvt Ltd	NA	NA	Live
7	Thenraj M Permanent	Manager-Project	01-06-2006	DCE, BE-Civil	7,57,718	41	Madha Road Construction	NA	NA	Live
8	Megalingam M Permanent	Manager-Purchase	01-06-1995	M.Com	7,38,156	59	—	NA	NA	Live
9	Vasudevan R Permanent	Deputy Manager (Plant & Mach.)	23-05-2008	DME	7,34,712	49	Gammon India Ltd	NA	NA	Live
10	Sivapandi P Permanent	Assistant Manager (Planning & Billing)	26-10-2020	BE-Civil	7,09,854	33	Sobha Limited, Bangalore	NA	NA	Live

The details of remuneration during the year 2025-26 as per Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, duly amended by Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2016 are as follows:

- (i) Percentage increase in the median remuneration of employees – 6.03
- (ii) There were 40 employees (permanent employees-40 & non-permanent employees- 0) on the rolls of the Company as on 31st March, 2026.
- (iii) Ratio of Remuneration of each Director to the median remuneration of the employees of the Company for the financial year –

Name and Designation	Ratio
Mr. G V Manimaran, Chairman and Managing Director	-

Remuneration is not comparable as they were employed and appointed in the previous year and subsequently.

- (iv) Percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, in the financial year:

Name	Designation	% increase / (decrease)
A K Babu Ismath Razack	Chief Financial Officer	NIL
Sneha Jain	Company Secretary and Compliance Officer	NIL

*Salary is not comparable as they were employed and appointed in the previous year and subsequently.

- (v) i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year – (6.01)

ii. Percentile increase in the managerial remuneration- As there is no managerial remuneration paid to any Directors of the company excepting the sitting fees for attending the meeting of the Board of Directors and Committee Meetings, the calculation of percentile increase does not arise.

- iii. The key parameters for any variable component of remuneration availed by the directors – Not Applicable

iv. The Company affirms that the remuneration is in compliance with its Remuneration policy.

For & on behalf of the Board

Place: Chennai
Date: 12th August, 2026

G V MANIMARAN
Chairman and Managing Director
DIN: 09707546

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Indian Construction Sector – Overview and Way Forward

India's construction sector, valued at approximately USD 1.4 trillion, is set to maintain strong momentum, fuelled by steady economic growth and sustained infrastructure investments. With real GDP projected to grow at 6.4% in FY 2026-27 and 6.7% in FY 2027-28, the sector will benefit from rising real incomes, moderate inflation, and an improving labour market, all of which support robust demand for housing, commercial spaces, and infrastructure.

Fiscal consolidation, with the budget deficit expected to narrow to 4.0 %– 4.2% of GDP in FY 2026-27, combined with improved tax administration and streamlined regulatory processes, will strengthen investor confidence in the domestic market.

The sector's way forward lies in leveraging opportunities in urban and semi-urban housing, expansion of logistics and the adoption of green and sustainable building practices. Policy reforms in land management, faster project approvals, and enhanced execution capabilities will be critical to unlocking its next phase of growth within the Indian market.

Industry Overview

The construction industry is a cornerstone of India's development agenda, providing the physical framework for economic activity and social progress. It spans a wide spectrum of activities, from large-scale infrastructure such as highways, ports, and industrial corridors to residential, commercial, and institutional buildings. With urbanisation accelerating and cities expanding, the demand for housing, public utilities, and transport connectivity continues to grow steadily.

The industry also benefits from the increasing participation of private developers in industrial and warehousing facilities, educational and healthcare infrastructure, and renewable energy projects. At the same time, competition remains high, especially in the institutional and government contracting space, where pricing pressures can be significant. The sector faces operational challenges such as raw

material cost swings, skilled manpower gaps, and the need for faster adoption of mechanisation to meet tight deadlines.

Despite these challenges, the medium- to long-term outlook is favourable, with infrastructure development remaining a policy priority and urban expansion ensuring a steady flow of opportunities for capable and well-managed construction companies.

Company Overview – Legacy of 79 Years

Founded in 1947, **Coromandel Engineering Company Limited (CECL)** is one of India's oldest and most respected construction companies, with a track record that spans more than seven decades. From its early beginnings in post-independence India to its current role in delivering complex, large-scale projects, CECL has consistently demonstrated engineering excellence, timely execution, and an unwavering commitment to quality.

Over the years, the Company has successfully executed a diverse project portfolio covering residential developments, commercial complexes, industrial plants, institutional buildings, and specialised infrastructure works. Many of these projects have become recognisable landmarks, reflecting CECL's ability to adapt designs and construction methods to client needs while maintaining the highest standards of safety and durability.

CECL's operations are strongly supported by:

- **Strong project management capabilities**, ensuring efficient coordination across design, procurement, and site execution.
- **An experienced leadership team** supported by a skilled and safety-conscious workforce.
- **Integration of modern construction technologies** such as mechanised equipment, prefabrication methods, and sustainable building practices.
- **Long-standing client relationships**, with a significant share of business coming from repeat customers in both public and private sectors.

The Company's reputation is built not only on its technical capabilities but also on its ability to foster trust — delivering projects on schedule and within budget, even in challenging operating environments. With a blend of legacy strengths and a forward-looking approach, CECL is well-positioned to capitalise on emerging opportunities in India's rapidly evolving construction landscape.

CECL's Core Services & Offerings

CECL operates across a wide spectrum of construction and infrastructure domains, including:

Residential Flats & Joint Venture Projects

We design and develop high-quality residential flats, blending modern amenities with optimal space utilisation. Our joint venture projects bring together strategic partnerships to create premium housing solutions that align with evolving lifestyle needs.

Rural Housing Solutions

CECL provides durable and cost-effective housing tailored to rural communities, focusing on accessibility, climate resilience, and cultural relevance. Our designs aim to uplift living standards while maintaining affordability.

Urban Infrastructure Projects

From roads and drainage systems to public utilities, we deliver critical urban infrastructure that improves mobility, safety, and sustainability. These projects address the growing needs of expanding cities and contribute to long-term urban planning.

Industrial Infrastructure & Factory Spaces

We construct robust industrial units and factory spaces equipped for large-scale production and logistics. These facilities are built to comply with industry standards, ensuring operational efficiency and worker safety.

Commercial Building Structures

Our commercial projects include office complexes, retail outlets, and mixed-use developments designed for functionality and aesthetic appeal. We focus on energy efficiency and modern architectural trends to attract and retain businesses.

Machinery Rental Services

CECL offers a comprehensive fleet of construction machinery and equipment on a rental basis,

ensuring timely project execution. This service supports both internal operations and external clients seeking reliable, well-maintained machinery.

With a strong project management backbone, our operations focus on delivering sustainable, customer-centric, and cost-effective solutions tailored to the specific needs of urban and rural communities.

Market & Industry Drivers

Government Initiatives

The initiatives undertaken by CECL (Coromandel Engineering Company Limited) are closely aligned with several key government programs that are shaping India's infrastructure and urban development landscape.

- **Pradhan Mantri Awas Yojana (PMAY)** – expanding affordable housing
- **Bharatmala & Sagarmala Projects** – accelerating road and port connectivity
- **Smart Cities Mission** – enabling next-generation urban development

Opportunities

Several factors are acting as strong growth catalysts for CECL's operations. The ongoing trend of **rapid urbanization** is significantly increasing the demand for both residential and commercial spaces, providing a robust pipeline of opportunities for the construction sector. The adoption of modern technologies such as **Building Information Modelling (BIM)** and **prefabrication techniques** is also enhancing project speed, accuracy, and cost efficiency. Moreover, there is a growing emphasis on **green buildings** and **sustainable construction practices**, which aligns with CECL's commitment to environmentally responsible development. These combined factors position CECL as a forward-thinking player in India's infrastructure and real estate growth story.

Risks and Threats

1. **Raw Material Price Volatility** – Fluctuations in the prices of cement, steel, and other construction materials can significantly affect project costs and profitability.
2. **Labour Availability and Productivity** – Shortages of skilled and semi-skilled manpower, particularly during peak demand, may cause execution delays.

3. **Regulatory and Approval Delays** – Delays in obtaining statutory clearances can disrupt timelines and increase project costs.
4. **Execution Delays and Cost Overruns** – Site-specific challenges, design modifications, or unforeseen conditions may result in extended schedules and budget overruns.
5. **Market Demand Fluctuations** – Economic slowdowns or shifts in real estate demand patterns can affect the pipeline of new projects.
6. **Environmental, Health and Safety (EHS) Risks** – Construction activities carry inherent safety hazards and environmental impact risks.
7. **Competition and Pricing Pressure** – Intense competition, especially in tender-based projects, can lead to margin compression.

Mitigation Measures

The mitigation measures outlined correspond to the specific risks identified, addressing their potential impact effectively.

1. **Strategic Procurement** – Entering into long-term supply contracts, maintaining a diversified supplier base, and applying value engineering to optimise material usage.
2. **Workforce Development** – Retaining a trained in-house team, partnering with multiple labour contractors, and investing in skill enhancement programs.
3. **Proactive Compliance Management** – Maintaining strong relationships with regulatory bodies, ensuring timely submissions, and incorporating realistic approval timelines in project plans.
4. **Robust Project Management** – Using detailed scheduling, technology-enabled monitoring, and contingency planning to control delays and cost overruns.
5. **Portfolio Diversification** – Balancing exposure across residential, commercial, and industrial segments and targeting both private and public sector projects.
6. **Environmental, Health and Safety Protocols** – Enforcing strict safety and environmental

standards, conducting regular training, and complying with statutory norms.

7. **Value-Based Differentiation** – Focusing on quality execution, adherence to deadlines, and relationship-driven client engagement to secure repeat orders.

Segment or product wise performance for the financial year 2025-2026::

(in lakhs)

Sales	GM	GM%
4250.80	87.03	20.47

Status of Order Book:

(in lakhs)

Estimated Contract Value	Executed as on 31/03/2026	Order Book – 01/04/2026
22588	2118	20470

Internal Control & Governance

CECL maintains a robust internal control system supported by a dedicated Audit Committee that ensures:

- Compliance with statutory obligations
- Periodic review of audit reports and control mechanisms
- Timely updates on regulatory changes

Additionally, the Audit Committee ensures that the organization stays well-informed and responsive to **changes in the regulatory landscape**, enabling swift adaptation to new legal and compliance requirements. CECL's governance structure is built on the core principles of **transparency, financial prudence, and operational efficiency**. These values are deeply embedded in the company's decision-making processes and day-to-day operations, fostering a culture of integrity and trust.

Outlook – CECL's Strategic Direction

- With India's construction market projected to reach an estimated \$1.4 trillion by 2026, CECL is strategically positioned to harness this unprecedented growth potential. The company has laid out a clear and ambitious roadmap to expand its capabilities and market presence.

Expansion into EPC services with integrated Architecture, Structural, HVAC, Electrical & Sanitary Solutions

- Investment in BIM and Prefab technologies to improve turnaround and efficiency
- Targeting a turnover of ₹ 90 Crores by March 2027

Looking ahead, CECL envisions transforming itself into a comprehensive one-stop construction solutions provider, catering to diverse client needs across the residential, commercial, and industrial sectors. By strengthening its footprint both within India and in select international markets, CECL is committed to delivering innovation, quality, and excellence at every stage of the construction lifecycle.

Discussion on financial performance with respect to operations Income from operations:

During the year, FY 2025-26 witnessed a robust expansion in the Company's revenue base, with revenue growing by 37.68% reflecting the revenue at ₹ 4,308.00 lakhs. While the Company successfully strengthened its market presence and business volumes, net profit moderated to ₹ 16.88 lakhs from ₹ 41.49 lakhs in the previous year, leading to a contraction in Net Profit Margin from 1.33% to 0.39%. The margin compression primarily reflects increased cost pressures associated with business growth and prevailing market conditions. The Company continues to pursue strategic initiatives aimed at enhancing operational leverage, improving cost efficiencies, and delivering sustainable long-term value to shareholders.

Summary of Financial Results:

₹ in lakhs

	FY 2025-26	%	FY 2024-245	%
Revenue from Operations	4308.84	100.00	3128.89	100
Materials consumed and Sub contract Expenses	3250.44	75.43	1505.20	48.11
Salaries & Other Benefits	367.89	8.53	690.56	22.07
Other Expenses	245.09	5.68	622.92	19.90
Finance Cost	308.02	7.15	299.07	9.56
Depreciation	136.82	3.21	108.99	3.48
Total Costs	4308.26	100	3,226.74	103.12

Net Profit / (Loss)

₹ in lakhs

	2025-26	2024-25
Total revenue	4325.14	3130.77
Profit/(Loss) before interest and tax (PBIT)	324.9	203.09
Profit/(loss) before tax (PBT)	16.88	-95.98
PBT as % of revenue	0.39%	-3.07%

Key Financial Ratios

Parameter	2025-26	2024-25	Change (%)	Comments
Debtors' Turnover days	32	281	88%	Collection of receivables faster. The decrease in Debtors' Turnover days by 88% is attributable to stringently enforced credit policies, a robust recovery mechanism, and faster realization of outstanding dues during FY 2025-26 as compared to the previous year
Inventory Turnover times	4	3.1	29%	The 29% increase in inventory turnover frequency indicates improved operational efficiency, optimal inventory management, and faster liquidation of stock relative to sales volume
Interest Coverage Ratio	Negative	Negative	-	Financial woes Ratio remained subdued during the year; however, focused efforts towards operational optimization & financial restructuring
Current Ratio	1.1	1	8	This improvement indicates a strengthening of the Company's short-term liquidity position and reflects management's continued focus on maintaining adequate working capital to meet operational and financial obligations. A current ratio above 1 demonstrates that the Company's current assets are sufficient to cover its current liabilities, thereby enhancing financial stability and operational resilience.
Debt Equity Ratio	6.3	11.19	-43.78	43.79% reduction in financial leverage, underscoring the Company's efforts towards strengthening its capital base and reducing reliance on borrowed funds. The improvement in the leverage profile, coupled with the significant growth in net worth, reflects enhanced financial stability

Parameter	2025-26	2024-25	Change (%)	Comments
Operating Profit Margin (%)	3.6%	0.40%	0.40%	Operating profit margin is positive because of Cost management efforts
Net Profit Margin (%)	0.4%	1.30%	70%	Net profit margin is positive Net Profit Margin declined by 0.94%, representing a reduction of approximately 70.7% compared to the previous year. Even though revenue increased by 37.68% but Net Profit decreased by 59.31% during FY 2025-26. During FY 2025-26 decline in profitability, despite strong top-line growth, indicates pressure on operating costs and margins during the year. The management remains focused on improving operational efficiencies, optimizing cost structures, and enhancing profitability while sustaining revenue growth.

Net Worth

The Company's net worth witnessed a robust and transformative growth during FY 2025-26, increasing from ₹ 625.17 lakhs as at 31st March 2025 to ₹ 1,330.80 lakhs as at 31st March 2026. Company's net worth recorded an impressive 112.87% significant accretion in Networth. This substantial accretion to shareholders' funds reflects the Company's enhanced financial position, improved value creation initiatives, and continued focus on strengthening its capital base. It indicates management's commitment to sustainable growth, operational efficiency, and long-term wealth creation for all stakeholders.

Human Resources

The company believes that human capital is the key contributor for business growth and competitiveness. This includes not only the employees of the Company, but the skilled labour engaged at project sites, through sub-contracting.

During the year, the Company achieved higher turnover with an employee strength of 40 as on year-end, comprising 40 permanent employees and no non-permanent employees, compared to 2 employees in the previous year. The Company retained its skilled workforce and effectively redeployed them to meet the requirements of orders under execution and projects in the pipeline.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Place: Chennai
Date: 12th August, 2026

G V MANIMARAN
CHAIRMAN & MANAGING DIRECTOR
DIN: 09707546

REPORT ON CORPORATE GOVERNANCE

In compliance with Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the Company hereby presents its report on Corporate Governance. This report outlines the governance practices followed by the Company and covers the matters specified in the aforementioned regulation and schedule.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standards of corporate governance and business ethics, recognizing that sound governance practices are fundamental to sustainable growth, stakeholder confidence, and long-term value creation. The Company has established a robust governance framework that reflects industry best practices and ensures compliance with applicable statutory and regulatory requirements, both in letter and in spirit.

The Company's corporate governance framework is founded on the following core principles:

- An independent, diverse, and effective Board of Directors that provides strategic direction and oversight;
- Robust internal controls, audit processes, and transparent financial reporting;
- High standards of transparency, accountability, and ethical conduct in all business operations;
- Maximization of long-term shareholder value while safeguarding the interests of all stakeholders; and

The Company's governance framework is supported by well-defined policies, effective internal control systems, comprehensive risk management practices, transparent communication mechanisms, and a strong commitment to health, safety, and environmental standards. The Company continually reviews and strengthens its governance practices by empowering responsible management personnel to implement approved policies and by establishing appropriate monitoring and review mechanisms to ensure their effective implementation.

The Company's governance philosophy is guided by its core values of **Integrity, Passion, Responsibility, Quality, and Respect**. These values are deeply embedded in its organizational culture and govern its relationships with shareholders, employees, customers, business partners, regulators, and the wider community. Through its unwavering commitment to these principles, the Company continues to foster a culture of ethical conduct, transparency, accountability, and sustainable value creation, thereby reinforcing its position as a responsible and forward-looking corporate organization.

BOARD OF DIRECTORS

Composition

As on 31st March 2026, the Company's Board of Directors of the Company has an optimal mix of 6 (Six) Directors consisting of 1 (one) Executive Director, 2 (Two) Non-Executive Director and 3 (Three) Independent Directors including one independent woman director with knowledge and experience in different fields viz., Engineering, Manufacturing, Finance, Legal and Business Management and strengthen the focus and the quality of discussion at the Board level. The composition of the Board is in conformity with the provisions of SEBI Listing regulations as well as the Companies Act, 2013 ("the Act") and the Rules made there under.

The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory as well as business requirements.

The Company has received the requisite declarations from its Independent Directors confirming that they meet the criteria of independence prescribed both under the Companies Act, 2013 and the Listing Regulations and that they have registered themselves in the databank maintained by the Indian Institute of Corporate Affairs and the Independent Directors have passed/ are exempted from passing the Online Proficiency Self-Assessment Test, as applicable. The Board at its meeting held on 25th May 2026 has taken on record the declarations received from the Independent Directors. In the

opinion of the Board, the Independent Directors of the Company fulfil the conditions specified in the Listing Regulations and are independent of the Management. The Independent Directors are not entitled to stock options. The Non-Executive Directors, other than Independent Directors, are liable to retire by rotation.

As on 31st March 2026, the number of other directorships and the number of positions held as Member/ Chairperson of Committees of the Board of Directors along with the names of the other listed entities wherein the Director holds directorships are as follows:

Name of the Director	Number of Directorships/ (Chairmanship) in Companies including CEC	Number of Committee Memberships / (Chairmanships) in Companies including CEC	Name of the other Listed Entities where directorship is held	Category of Directorship
Mr. G V Manimaran Chairman and Managing Director	2(1)	2(Nil)	Nil	Nil
Dr. Ennarasu Karunesan Non-Executive & Non-Independent Director	2(Nil)	1(1)	Nil	Nil
Mr. Baskaran Non-Executive & Non-Independent Director	8(Nil)	1(Nil)	Nil	Nil
Dr. Ravi Muthusamy Non-Executive & -Independent Director	7(Nil)	1(1)	1. Tulsyan Nec Limited 2. Swelect Energy Systems Limited	Non-Executive Independent Director
Mrs. Rajendran Stella Isabella Non-Executive & -Independent Director	1(Nil)	2(Nil)	Nil	Nil
Nallusamy Elangovan — Non-Executive Independent	1(Nil)	2(Nil)	Nil	Nil

Notes:

1. None of the Directors hold directorships in more than 20 companies, of which directorships in public companies does not exceed 10 in line with the provisions of Section 165 of the Act.
2. Pursuant to the provisions of Regulations 17A(1) of the Listing Regulations, none of the Directors hold directorships in more than 7 listed entities and none of the Independent Directors of the Company hold the position of Independent Director in more than 7 listed companies.
3. No Director holds Membership of more than 10 Committees of Board nor is a chairperson of more than 5 Committees across Board, of all public limited companies.
4. No Alternate Director has been appointed for any Independent Director.
5. The information provided above pertains to the following Committees in accordance with the provisions of Regulation 26(1)(b) of the Listing Regulations: (i) Audit Committee and (ii) Stakeholders Relationship Committee.

6. The Committee Memberships and Chairmanships above exclude Memberships and chairmanships in private companies, foreign companies, high value debt listed entities and in Section 8 companies.
7. None of the Directors of the Company are related to each other.
8. Mr. Baskaran, Director has resigned from the company w.e.f. 25.05.2026.
9. Dr Swetha (DIN:01728751) was appointed as Additional Director w.e.f 25/05/2026 and was appointed as Non-Executive, Non-Independent Director vide Postal ballot resolution passed on 11/07/2026.

Core Skills / Expertise / Competencies available with the Board

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed in ensuring that the Board acts in compliance with the highest standard of Corporate Governance. In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. In the absence of a mark against a member's name does not necessarily mean that the member does not possess the corresponding qualification or skill.

The core skills/ expertise/ competencies required in the Board in the context of the Company's Businesses and sectors functioning effectively as identified by the Board of Directors of the Company are tabulated below:

Name of the Director	Area of Expertise				
	Financial Expertise	Technology/ Industrial expertise	Leadership	Board Service & Governance	Business Development
Mr. G V Manimaran, Chairman & Managing Director	✓	✓	✓	✓	✓
Dr. Ennarasu Karunesan Non-Executive & Non-Independent	✓	✓	✓	✓	✓
Mr. Baskaran, Non-Executive & Non-Independent	✓	✓	✓	✓	✓
Mr. Nallusamy Elangovan, Non-Executive & Non-Independent	✓		✓	✓	
Mrs. Rajendran Stella Isabella, Non-Executive & Independent	✓		✓	✓	
Dr. Ravi Muthusamy Non-Executive & Independent	✓		✓	✓	

Changes in the Board during the year 2025 -2026

There were no changes in the composition of the Board of Directors and Key Managerial Personnel of the Company during the financial year 2025-26.

Board Meetings

The Board has a formal schedule of matters reserved for its consideration and decision. The Board meets at least once in a quarter to review the Company's quarterly performance and financial results, and additional meetings are held to address specific needs and business requirements of the Company. The agenda is circulated well in advance to the Board members. The items in the agenda are backed by structured and comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under Part A of Schedule II of Sub- Regulation 7 of Regulation 17 of the Listing Regulations, the Board is also kept informed of major events/items and approvals are taken wherever necessary for making investments, ensuring adequate availability of financial resources. The Board also reviews the Board Meeting minutes and financial statements and also takes on record the minutes of Committee meetings.

The Company has established proper systems to enable the Board to review the compliance reports of all laws applicable to the company as well as to assess the steps taken to rectify instances of non-compliance, if any.

The facility of video conferencing or other audio-visual means are provided to facilitate participation of Directors, who are unable to attend the meeting physically.

During the financial year ended 31st March 2026, the Board of Directors met Seven (7) times on 20th May 2025, 27th June 2025, 13th August 2025, 10th September 2025, 11th November 2025, 11th February 2026 and 24th March 2026. Two circular resolutions were passed during the financial year ended 31st March 2026 (i.e.) on 8th May 2025 & 31st July 2025 respectively. The maximum gap between any two meetings was less than one hundred and twenty days, in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The dates of the Board meetings and attendance at the meetings are as follows:

Sl. No.	Date of Meeting	Board Strength	No. of Directors present
1	20.05.2025	6	5
2	27.06.2025	6	5
3	13.08.2025	6	6
4	10.09.2025	6	6
5	11.11.2025	6	6
6	11.02.2026	6	6
7	24.03.2026	6	5

The Board has unbridled and complete access to any information within the Company. The members of the Board have complete freedom to express their opinion on the agenda items and can discuss any matter at the meetings with the permission of the Chairman. The Company places before the Board all those details as required under Part A of Schedule II of Sub - Regulation 7 of Regulation 17 of the Listing Regulations. A tentative meetings calendar of the Board/ Committees is circulated well in advance to help members plan and ensure meaningful participation in meetings. Detailed and structured agenda notes are sent to the Directors. All the information required for decision making are incorporated in the agenda. Those that cannot be included in the agenda are tabled at the meeting and are taken up with the permission of the Chairman and with the unanimous consent of the Directors present at the meeting. The management appraises the Board on the overall performance of the company at every board meeting. Legal issues, write-offs, provisions, purchase and disposal of capital assets are all brought to the notice of the Board. The Board reviews the performance, approves capital expenditure, sets the strategy that the company should follow and ensures financial stability.

The Board reviews and takes on record the actions taken by the company on all its decisions periodically. The Board provides leadership, strategic direction and exercises appropriate control to ensure that the company is managed in a manner that enhances the performance of the company.

Attendance of each Director at Board Meetings and at the previous Annual General Meeting (AGM):

Sl. No.	Name	No. of Board Meetings Held	No. of Board meetings entitled to attend	No. of Board Meetings attended	Attendance at the AGM held on 18 th September 2025
1	Mr. G V Manimaran	7	7	7	Yes
2	Dr. Ravi Muthusamy	7	7	7	Yes
3	Ms. Rajendran Stella Isabella	7	7	7	Yes
4	Mr. Nallusamy Elangovan	7	7	7	Yes
5	Dr. Ennarasu Karunesan	7	7	7	Yes
6	Mr. Baskaran Srinivasan	7	7	3	No

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

On their appointment, Independent Directors are familiarized about the Company's business and operations. Interactions with senior executives are facilitated to gather insight specific to the Company's operations. Detailed presentations are made available to appraise the Company's history, current business plan and strategies. As part of the familiarization programme, a handbook is provided to all Directors, including Independent Directors, at the time of their appointment. The handbook provides a snapshot to the Directors of their duties and responsibilities, rights, process of appointment and evaluation, compensation, Board and Committee procedures and expectations of various stakeholders. Presentations are made by the senior management at regular intervals covering areas like operations, business environment, budget, strategy and risks involved. Updates on relevant statutory, regulatory changes encompassing important laws/ regulation applicable to the Company are circulated to Directors. The details of familiarization programmes as above are also disclosed on the website of the Company at the link: <https://coromandelengg.com/policies>

Resignation of Independent Directors:

During the financial year under review, there was no resignation of any Independent Director from the Board of the Company.

Board Procedure

The Directors are appointed based on their qualifications and experience in varied fields as well as the business needs of the Company. The Nomination and Remuneration Committee recommends the appointment of Directors to the Board. At the time of induction on the Board of the Company, a letter of appointment along with an invitation to join the Board of the Company is given to the directors and a Directors' handbook comprising a compendium of the role, powers and duties to be performed by a director is given to the new Director. Presentations are also made to the new Director regarding the business and other details of the Company.

Number of shares and convertible instruments held by Non- Executive Directors

During the financial year ending 31st March 2026, excepting Mr. Baskaran, Non-Executive Director holds 50000 equity shares of Rs.10/- each pursuant to allotment of shares under preferential issue on 8th May 2025, none of the other Non-Executive Directors are holding any shares or convertible instruments in the Company as on 31st March 2026.

Board Committees

As on 31st March 2026, the Board had four Committees viz., Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Technical Committee.

The terms of reference of the Committees of the Board are in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations and are also reviewed by the Board from time to time. The Company Secretary acts as the Secretary to the Committees of the Board.

The Board of Directors the meeting held on 25th May 2025 decided that duties, functions, and scope of responsibilities previously entrusted to the Technical Committee shall henceforth be undertaken directly by the Board of Directors and therefore the Technical Committee was dissolved w.e.f 25th May 2026.

Audit Committee

The Audit Committee has been constituted as required under Section 177 of the Act and Regulation 18 of the Listing Regulations which acts as a link between Management, the statutory and Internal Auditors and the Board. The Audit Committee comprises of all Independent Directors.

The Audit Committee met Six (06) times during the financial year ended 31st March 2026 on 20th May 2025, 13th August 2025, 10th September 2025, 11th November 2025, 11th February 2026 and 24th March 2026. The gap between any two consecutive meetings did not exceed one hundred and twenty days.

Mrs. Sneha Jain, Company Secretary of the Company, acted as the Secretary to the Audit Committee throughout the financial year.

The composition of the Audit Committee as on 31st March 2026 and the attendance of members at the Audit Committee Meetings held during the financial year ended 31st March 2026 are provided below:

Sr. No.	Name of the Member	Category / Designation	No. of Meetings Held	No. of Meetings Attended
1	Dr. Ravi Muthusamy	Chairperson	6	6
2	Ms. Rajendran Stella Isabella	Member	6	6
3	Dr. Ennarasu Karunesan	Member	6	6
4	Mr. Nallusamy Elangovan	Member	6	6

The terms of reference, inter alia, comprises the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;

9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look the reasons for substantial faults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;

19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

The Audit committee mandatorily reviews the following:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. Appointment, removal and terms of remuneration of the Internal auditors;
5. Quarterly statement of deviation(s) including report of monitoring agency and annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee has been constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on 31st March 2026, the Committee comprised three (3) Directors, including Independent Directors and Non-Executive Directors. The Chairperson of the Committee is an Non-Executive Director.

The Committee oversees and resolves investor grievances and performs such other functions as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Sr. No.	Name of the Member	Category / Designation	No. of Meetings Held	No. of Meetings Attended
1	Dr. Ennarasu Karunesan	Chairperson	1	1
2	Mr. Baskaran Srinivasan	Member	1	0
3	Ms. Rajendran Stella Isabella	Member	1	1

The terms of reference, inter alia, comprises the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Mrs. Sneha Jain, Company Secretary, is the Compliance officer of the Company

During the Financial Year ended 31st March 2026, the Company did not receive any complaints from the investors and there were no complaints pending for action.

KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), is the Company's Registrar and Share Transfer Agent (RTA). Their contact details are available in the General Shareholder Information section of the Report.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations and comprises of three members out of which are all non-executive with two independent directors. An Independent Director acts as the Chairperson of the Committee.

During the financial year ended 31st March 2026, one (01) meeting of the Nomination and Remuneration Committee was held on 13th August 2025. The attendance of the members at the meeting is provided below.

The composition of the Nomination and Remuneration Committee as on 31st March 2026 and details of attendance for the Meeting of the Nomination and Remuneration Committee are as under:

Sr. No.	Name of the Member	Category / Designation	No. of Meetings Held	No. of Meetings Attended
1	Ms. Rajendran Stella Isabella	Chairperson	1	1
2	Mr. Nallusamy Elangovan	Member	1	1
3	Mr. Baskaran Srinivasan	Member	1	1

The terms of reference, inter alia, comprises the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

3. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. Devising a policy on diversity of board of directors;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. Recommend to the board all remuneration, in whatever form, payable to senior management personnel.

Criteria for Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013, Regulations 17 and 25 of the SEBI Listing Regulations, Nomination and Remuneration Committee has devised a criteria for the evaluation of the performance of Directors, including Independent Directors. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance. An indicative list of factors on which evaluation was carried out includes Attendance, preparedness for the Meeting, staying updated on developments, active participation at the meetings, constructive contribution, engaging with and challenging the management team without being confrontational or obstructionist, speaking one's mind and being objective.

The annual performance evaluation of Directors including the Chairperson, Board and its Committees viz., the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee has been carried out. The Performance evaluation of Independent Directors was carried out by the entire Board of Directors without participation of the independent directors who are subject to the evaluation.

Remuneration Policy

The Board through the Nomination and Remuneration Committee adopted a Remuneration policy pursuant to Section 178 of the Companies Act, 2013. This Remuneration Policy provides the framework for remuneration of members of the Board of Directors, Key Managerial Personnel and other employees of the Company. In view of the current financial performance of the Company, no commission is payable to the Directors.

The Non-Executive Directors are entitled for payment of sitting fees for attending the meeting of the Board and / Committee.

Remuneration for the year

Remuneration to Executive Directors.

Except the sitting fees of a sum of Rs. 25,000 per meeting, for attending the meeting of the Board of Directors, Mr. G V Manimaran, Chairman & Managing Director (Executive Director) of the Company, no other remuneration is paid for the financial year ended 31st March 2026.

Remuneration to Independent /Non-Executive Directors including pecuniary relationship:

During FY 2025-26, there were no pecuniary relationships/ transactions with any Non-Executive Directors with the Company, apart from receipt of sitting fees by the Non-Executive Directors.

(Amount in Rupees)

Name of the Non-executive Director	Sitting fees
Mr. G V Manimaran	1,50,000
Dr. Ravi Muthusamy	2,40,000
Ms. Rajendran Stella Isabella	2,55,000
Mr. Nallusamy Elangovan	2,40,000
Dr. Ennarasu Karunesan	2,55,000
Mr. Baskaran Srinivasan	1,05,000

Apart from that as discussed above, the Company does not pay any remuneration to its Non-Executive Directors. There are no other fixed components/performance linked incentives payable to the Directors of the Company. There are no service contracts/notice period/severance fee payable except with the terms and conditions as may be decided by the board of directors. No stock options are granted to any of the non-executive directors.

The Company's total compensation for Key Managerial Personnel/other employees consists of:

- Fixed compensation
- variable compensation in the form of annual incentive
- benefits
- work related facilities and perquisites

The remuneration policy applicable to the members of the Board and Key Managerial personnel/other employees is available in the Company's website <https://coromandelengg.com/policies>

Technical Committee

The Board of Directors, recognizing the importance of focused oversight on technical and operational matters, has constituted a Technical Committee comprising Directors of the Company. The Committee has been entrusted with the responsibility of reviewing technical, operational and project-related matters and providing strategic guidance and recommendations to the Board on issues having a significant impact on the Company's operations, efficiency, business objectives and long-term growth. The Committee functions in accordance with the terms of reference approved by the Board from time to time.

During the financial year ended 31st March 2026, one (01) meeting of the Technical Committee was held on 24th March 2026. The composition of the Technical Committee as on 31st March 2026 and attendance of members at the meeting are provided below:

Sr. No.	Name of the Member	Category / Designation	No. of Meetings Held	No. of Meetings Attended
1	Mr. Baskaran Srinivasan	Chairperson	1	1
3	Dr. Ennarasu Karunesan	Member	1	1
5	Dr. Ravi Muthusamy	Member	1	1

The terms of reference, inter alia, comprises the following:

1. Reviewing and advising on the design, planning, and execution of construction projects.
2. Ensuring quality control and adherence to industry standards and regulatory requirements.
3. Evaluating and mitigating technical risks in project execution and delivery timelines.
4. Overseeing the selection and performance of vendors, contractors, and suppliers.
5. Assessing the feasibility of adopting advanced construction technologies and innovative practices.
6. Monitoring the effective utilization of materials, resources, and workforce to optimize cost and efficiency.
7. Advising on strategies to address environmental, health, and safety compliance in construction operations.
8. Approving technical budgets and all technical contracts and projects and ensuring alignment with project objectives.
9. Reviewing post-completion performance and identifying lessons learned for future projects

The Board of Directors the meeting held on 25th May 2026, decided that duties, functions, and scope of responsibilities previously entrusted to the Technical Committee shall henceforth be undertaken directly by the Board of Directors and therefore the Technical Committee was dissolved w.e.f 25th May 2026.

Risk Management Committee

As per Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is not required to constitute Risk Management Committee since it is not falling under the top 1000 listed entities determined on the basis of market capitalization in BSE Limited.

Particulars of KMP and Senior Management as at March 31, 2026:

Name of KMP and Senior Management Personnel	Category
Mr. Abdul Kader Batcha Babu Ismath Razack	Chief Financial Officer
Ms. Sneha Jain	Company Secretary and Compliance officer
Mr. Sethupathy R	Chief Operating Officer
Mr. Perumalrajan Seeni	Chief Technical Officer
Mr. GaneshKumar	Associate Vice President – Technical & Operations

*Mr. Ramakrishnan – Vice President (new ventures) has resigned w.e.f. 10.11.2025.

Meeting of Independent Directors

The Independent Directors of the Company had met on 24th March 2026 as required under Regulation 25 of SEBI (LODR) Regulations, 2015 and Schedule IV of the Act to discuss the matters specified therein to review the performance of non-Independent Directors and the Board as a whole and the Chairman of the Company and had assessed the quality, quantity and timeliness of flow of information between the company management and the Board.

General Body Meetings

The location, date and time of Annual General Meeting held during the last 3 years are given below:

For the financial year ended	Venue	Date and time	Details of special resolution passed
2025	77 th Annual General Meeting was held through Video Conferencing/ Other Audio- Visual Means`	Friday, 18 th September 2025 at 3.00 P.M	No Special Resolutions were passed
2024	76 th Annual General Meeting was held through Video Conferencing/ Other Audio- Visual Means`	Friday, 27 th September 2024 at 11.00 A.M	Approval for Change in designation of Mr. Sabaretnam Singaram from Whole time Director and Chief Operating Officer to Managing Director of the Company
2023	75 th Annual General Meeting was held through Video Conferencing/ Other Audio- Visual Means`	Friday, 14 th July 2023 at 10.00 A.M	No Special Resolutions were passed

Postal Ballot

During the year, the Company sought approval of the shareholders by way of Postal ballot, the details of which are given below:

Postal Ballot Notice Date	Resolution date	Description of Special resolution passed	Voting Results and Scrutinisers' Report
20/05/2025	24/07/2025	Item no. 2: To consider and approve the reclassification of share capital by altering the Capital Clause of the Memorandum of Association of the Company subsequent to the sub-division of Preference Shares.	https://drive.google.com/file/d/1NIK05IlwzzqMill7LbSxyBXurrQt07AF/view
		Item no. 3: Adoption of new set of Memorandum of Association as per Table A of Schedule I of the Companies Act, 2013	

Details of voting pattern for Special Resolution:

Postal Ballot Notice date	Resolution Nos.	Votes in favour of the Resolution			Votes against the Resolution		
		Number of Members voted	Number of valid Votes cast (shares)	% of total number of valid votes cast	Number of Members voted	Number of valid Votes cast (shares)	% of total number of valid votes cast
20/05/2025	Item No.2	22	2,44,03,220	99.98	1	6	0.02
	Item No.3	22	2,44,03,220	99.98	1	6	0.02

All the resolutions were passed with the requisite majority.

Procedure adopted for Postal Ballot**a. E-voting facility**

In compliance with Regulation 44 of the Listing Regulations, Sections 108, 110, and other applicable provisions of the Act read with the Rules issued thereunder and the General Circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the Company provided electronic voting facility to all its members.

The Company engaged the services of KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), for the purpose of providing electronic voting facility to all its members.

b. Circulation of Postal Ballot Notice

The Postal Ballot Notice was sent to the members in electronic form at their email addresses registered with the Depositories/ Kfin Technologies Limited, the Company's Registrar and Share Transfer Agent.

The Company also published a notice in the newspapers declaring the details of completion of dispatch, e-voting details, and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by ICSI. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off

date. The notice of aforesaid Postal Ballots is available on the Company's website at <https://coromandelengg.com/postal-ballot>.

c. Details of Scrutinizer

The Company appointed Ms. Vidhya Sivakumar (M. No. 17092, CP No. 7282), of M/s. Vidhya & Associates, Company Secretaries, as the Scrutinizer for carrying the process of scrutinizing the votes cast through electronic means in a fair and transparent manner for the postal ballot notice dated 20th May 2025.

d. Postal Ballot voting results

The Scrutinizer submitted their report to the Chairman & Managing Director, after the completion of scrutiny and the consolidated results of the voting by Postal Ballots were then announced. The voting results pursuant to Regulation 44(3) of the Listing Regulations and Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, and Scrutinizer's Report on remote e-voting were placed on the Company's website at <https://coromandelengg.com/postal-ballot> and were also available on the stock exchange.

None of the businesses proposed to be transacted at the ensuing AGM require passing the resolution through Postal Ballot.

The details of the previous postal ballots are available on the Company's website at <https://coromandelengg.com/postal-ballot>.

Credit Rating:

The Company has not obtained any credit rating or revised its rating during the Financial Year 2025-26.

CODE OF CONDUCT

The Board has laid down a Code of Conduct (Code), for all the Board members and the Senior Management of the Company, and the code is posted on the website of the Company <https://coromandelengg.com/policies>.

An annual declaration regarding compliance with the code is obtained from every person covered by the code of conduct and a certificate to this effect, signed by Mr. G V Manimaran, Managing Director, forms part of this report.

Prevention of Insider Trading

The Company has framed a code of conduct for prevention of insider trading based on SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended with a view to regulate trading in securities by the Directors and designated employees of the Company. This code is applicable to all Directors / Officers / Designated Employees. The code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of Unpublished Price Sensitive Information (UPSI) in relation to the Company and during the period when the trading window is closed. All the Directors and Senior Management Personnel have confirmed compliance with the code.

The Board has also formulated a policy containing procedures for conduct of inquiry in case of leakage of UPSI or suspected leakage of UPSI as a part of the Code. The Board had also reviewed the Company's Code for practices and procedures for fair disclosure of unpublished price sensitive information and had also framed a policy for determination of 'Legitimate Purposes' as a part of this Code. The Company Secretary is responsible for implementation of the Code. The Company has in place an online system for monitoring the compliance of the Code by its designated employees.

Vigil Mechanism / Whistle Blower Policy

The Company has adopted the whistle blower mechanism as per the Listing Regulations with the objective to provide employees, customers and vendors, an avenue to raise concerns, in line with the Company's commitment to the highest possible standards of ethical, moral and legal conduct of business, its commitment to open communication and to provide necessary safe guards for protection of employees from reprisals or victimization of whistle blowing in good faith. The Audit Committee reviews the functioning of whistle blower mechanism on a quarterly basis. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairman of the Audit Committee. The details of establishment of such mechanism are disclosed by the Company on its website and in the Board's Report. It is hereby affirmed that no person has been denied access to the Audit Committee.

Mr. M. Prasanth, HR- Head has been appointed as the Ombudsperson, who will deal with the complaints received from Customers and Vendors and Mr. Perumalrajan Seenii, Chief Technical Officer of the Company has been appointed as the Ombudsperson who will deal with the complaints received from the Employees. The policy is available on the website of the Company at https://drive.google.com/file/d/1x98IHPL_MPd_5H_lYl7DKXRKlgbEn3I-/view

Disclosures**Related Party Transactions**

During the year under review,

- i. All RPTs entered into by the Company were approved by the Audit Committee and were in the ordinary course of business and at arm's length. The Audit Committee also granted prior omnibus approval for RPTs which would be in the ordinary course of business and on an arm's length that are repetitive in nature and also for unforeseen transactions, in line with the Policy on Dealing with and Materiality of Related Party Transactions and the applicable

- provisions of the Act read with the Rules issued thereunder and the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force).
- ii. The Audit Committee reviewed on a quarterly basis, the details of RPTs, entered into by the Company pursuant to the omnibus approval granted.
 - iii. The Company has entered into material RPTs with the Companies/trust in which promoter group/ Directors are interested.
 - iv. The RPTs undertaken by the Company were in compliance with the provisions set out in the Act read with the Rules issued thereunder and relevant provisions of the Listing Regulations.
 - v. The business rationale for the transactions with related parties and details of the same form part of the Board's Report and Notes to financial statements of this Integrated Annual Report.
 - vi. Pursuant to Regulation 23(9) of the Listing Regulations, the Company had filed the half yearly reports on related party transactions with the stock exchanges on which the equity shares of the Company are listed.

Statutory Compliances, Penalties and Strictures

During the year under review, the Company inadvertently missed filing the following documents

S. No.	Compliance requirement / Regulation	Details of violation / deviation	Fine / Penalty levied	Action taken by the Company	Current status / remarks
1	Submission of half-yearly report on related party transactions – Regulation 23(9) of SEBI (LODR) Regulations, 2015	The Company did not submit the related party transaction details for the half-year ended 30 September 2025 within the prescribed timeline. The disclosure was submitted to BSE on 12 November 2025, with a delay of one day.	₹5,900 (inclusive of GST)	The Company paid the fine to BSE on 17 December 2025.	The delay was stated to be due to an inevitable situation. The Board of Directors took note of the matter at its meeting held on 11 February 2026.
2	Submission of Statement on Impact of Audit Qualifications along with audited financial results	The Company failed to submit the Statement on Impact of Audit Qualification along with the audited financial results for the quarter and year ended 31 March 2024, within the stipulated timeline.	₹1,05,000 (excluding GST)	The Company paid the penalty on 11 April 2025 and filed a waiver application with BSE on 2 June 2024 under Case No. 205405.	The waiver application status was shown as rejected on the BSE dashboard.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

During the Financial Year 2025-26, the Company is in compliance with all the mandatory requirements as applicable to them.

Commodity price risk or foreign exchange risks and hedging activities**Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:**

a. Total exposure of the listed entity to commodities – Nil

b. Exposure of the listed entity to various commodities - Nil

c. Commodity risks faced by the listed entity during the year and how they have been managed.

The Company is not exposed to any material commodity price or foreign exchange risks and no hedging activity is considered necessary to mitigate the said risks. Price escalation risk in materials used in ordinary course of business like Cement/ Steel etc. is mitigated through agreement with clients while signing the contracts.

Disclosure relating to fee paid to statutory auditor

During the year, the Company has made the following payments to M/s. CNGSN & Associates, Chartered Accountants, Statutory Auditors of the Company.

No services have been availed, and no payment has been made in respect of the firms/entities covered under network firm/network entity of which the Statutory Auditor is a part.

Particulars	Nature of Service	Payee details	Amount (Rs. In Lakhs)
Statutory auditors	Statutory audit	CNGSN & Associates, Chartered Accountants	6.00
	Tax audit		1.40
	Other Services		4.91
	Out of Pocket Expenses		0.00
Total			12.31

Payment in respect of the non-audit services provided by the Statutory Auditors to the Company is made only with the approval of the Audit Committee as required under Section 144 of the Companies Act, 2013.

CEO and CFO Certification

In terms of Regulation 17(8) of the Listing Regulations, the Chief Financial Officer and Managing Director have given the annual certification on financial reporting and internal controls to the Board.

The Chief Financial Officer and Managing Director have also given quarterly certification on financial results, while placing the financial results before the Board, in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Chief Financial Officer and Managing Director have certified the Board, inter alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose for the year ended March 31, 2026.

Practicing Company Secretary's certificate on corporate governance

A certificate from Ms. Nithya Gokul of M/s. Nithya Gokul & Associates, a Practicing Company Secretary (M.No.: FCS 9221 and CoP No.: 10804), confirming compliance with Regulation 34(3) of the SEBI Listing Regulations pertaining to Corporate Governance forms an integral part of this Report.

Practicing Company Secretary's certificate on the director's disqualification

Pursuant to the provisions of the Schedule V of the Listing Regulations, the Company has obtained a certificate from **Ms. Nithya Gokul** of **M/s. Nithya Gokul & Associates**, a Practicing Company Secretary (M.No.: FCS 9221 and CoP No.: 10804), confirming that none of the Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the SEBI / Ministry of Corporate Affairs or any other statutory authority. The Certificate forms part of this report.

Compliance with Corporate Governance Norms

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in the Listing Regulations. The Company has submitted the compliance reports in the prescribed format to the stock exchange for every quarter during the Financial Year ended 31st March 2026. The certificate of compliance with the conditions of corporate governance as stipulated in Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

The other non-mandatory requirements of the Listing Regulations to a certain extent have been adopted by the Company.

Means of Communication

Transparency and effective communication are fundamental elements of corporate governance which promotes stakeholder relationships. In contemplation of achieving that objective, the company employs multiple channels to maintain transparency and disseminate information to the shareholders and the investors.

As per the requirement of Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the financial results and major announcements like Notice of general meetings, Book Closure etc. are normally published in daily newspapers viz., Business Standard (English) and Makkal Kural (Tamil).

The Company's website address is: [https://](https://coromandelengg.com/)

coromandelengg.com/. The website contains basic information about the Company and such other details as required under the Listing regulations. The Company ensures periodical updation of its website. The Company has designated the email- id **cscecl@cec.coromandel-group.com** to enable the shareholders to register their grievances.

Details of recommendation of any committee of the Board which are not accepted by the Board

The Board of Directors accepted all the recommendations(s) of the Committees of the Board during the Financial Year ended March 31, 2026.

Details of loans and advances in the nature of loans to firms/ companies in which the Directors are interested

During the year under review, the Company has not granted any loans/advances in the nature of loans to firms/companies in which Directors are interested.

Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The Company does not have any subsidiary (ies).

Disclosure of complaints received under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the year ended 31st March 2026, the Company has not received any Complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and no Complaint is pending for action.

Disclosures with respect to demat suspense account/ unclaimed suspense account:

The Company does not have any shares lying in the demat suspense account/unclaimed suspense account and accordingly the disclosures are not applicable.

Disclosure of certain types of agreements binding listed entities:

During the financial year ended 31st March 2026,

the Company has not entered into any agreements binding the Company.

General Shareholder Information

CIN	L74910TN1947PLC000343
Name of the Company	Coromandel Engineering Company Limited
Registered Office	Bascon Futura, No 10/2, Old No.56L, Venkatanarayana Road, T.Nagar, Chennai- 600017
Name of the Stock Exchange	BSE Limited
Scrip Code	533167
ISIN	INE312J01012

Date of the AGM	29 th September 2026
Time of the AGM	02.30 P.M
Venue of the AGM	The AGM shall be conducted through Video Conferencing or Other Audio-Visual Means in compliance with applicable provisions of the Companies Act, 2013, Rules and the framework issued by the Ministry of Corporate affairs and the Securities and Exchange Board of India in this regard.
Financial Year	01 st April 2025 to 31 st March 2026
Date of Book Closure	22 nd September 2026 to 29 th September 2026
Dividend payment date	Company has not declared any dividend for the financial year
The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s):	Company has listed its equity shares on Bombay Stock Exchange Limited (BSE) and has also remitted the annual listing fee for the financial year 2026-27.
In case the securities are suspended from trading, the director's report shall explain there as on thereof:	During the financial year ended 31 st March 2026, Company shares has not been suspended from trading.
Registrar to an issue and share transfer agent	M/s. KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) Address: Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Hyderabad – 500 032 Tel : <u>+91-40-67162222/+91-40-7961 1000</u> Email : <u>einward.ris@kfintech.com</u> Website: <u>www.kfintech.com</u>

a. Share transfer system:

Pursuant to SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 on Issuance of Securities in dematerialized form in case of Investor Service Requests and the Listing Regulations as amended in 2022 vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022, it has been decided that listed companies shall henceforth issue the securities in dematerialized form only while processing the service request for Issue of duplicate securities certificate; Claim from Unclaimed Suspense

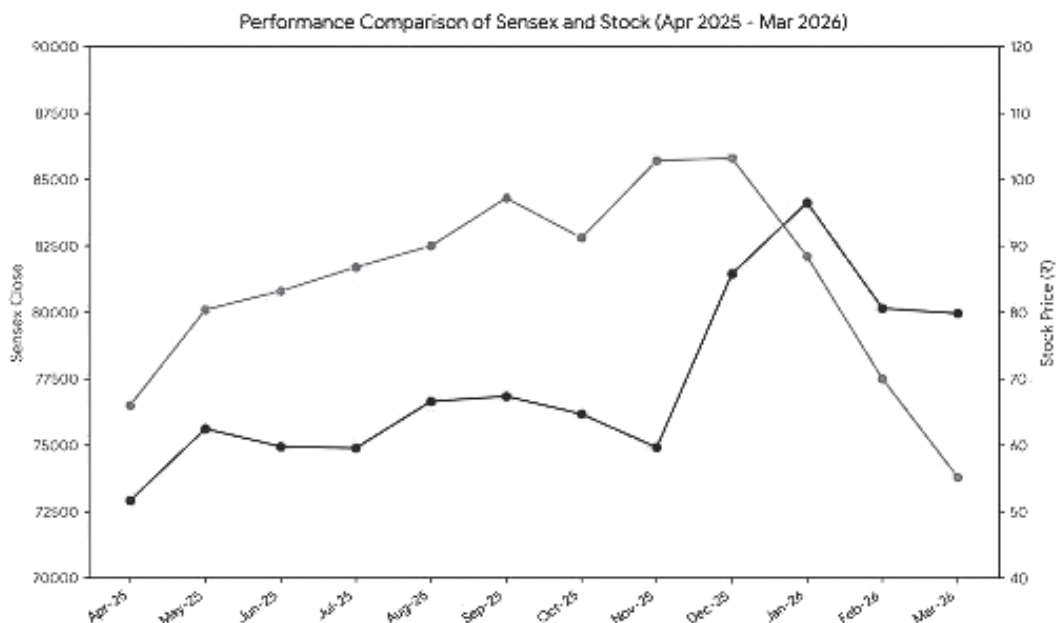
Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

The securities holder/claimant shall submit duly filled up Form ISR-4 hosted on the website of the Company and the Registrar and Transfer Agent (RTA). The RTA / Issuer Companies shall verify and process the service requests, issue a 'Letter of confirmation' in lieu of physical share certificate(s), which shall be valid for a period of 120 days within which the securities holder/claimant shall make a request to the Depository Participants (DPs) for dematerializing the said securities. The RTA / Issuer Companies shall issue a reminder after informing the securities holder/claimant to submit the demat request as above and in case no such has been received within the aforesaid period, they shall credit the securities to the Suspense Escrow Demat account of the Company. To facilitate ease

of investing for holders of securities in physical form, in line with SEBI circulars, the Company has opened an additional special window for a period of one (1) year, from 5th February 2026 to 4th February 2027, for lodgement of transfer deeds and dematerialisation of physical securities. This window is applicable to physical securities that were sold or purchased prior to 1st April 2019 or were earlier rejected, returned, or left unprocessed due to deficiencies in documentation, procedural requirements, or for any other reason. The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer and such securities shall not be transferred / lien -marked / pledged during the said lock-in period. However, the claimant must have the original security certificate with them and the same should not have been transferred to Investor Education and Protection Fund for any reason.

Market Price:

Month	High Price	Low Price	No. of Shares
Apr-25	57.83	45.50	375,770
May-25	66.93	58.01	396,940
Jun-25	62.7	56.88	120,004
Jul-25	63.96	55.17	252,363
Aug-25	71.53	61.65	175,503
Sep-25	70.00	64.72	97,227
Oct-25	68.00	61.37	226,377
Nov-25	62.70	56.60	13,751
Dec-25	114.93	56.68	1,094,530
Jan-26	112.75	80.25	414,476
Feb-26	87.90	73.31	171,399
Mar-26	92.65	67.00	280,659



b. Distribution of shareholding:

Shareholding pattern as on 31st March 2026

Category	No. of Shareholders*	No of Shares	percentage
Promoters	4	2,47,20,186	70.87
Mutual Funds	-	-	-
Banks / Fin Inst./ Insurance/ Govt.	-	-	-
Foreign Institutional Investors	-	-	-
Corporates	28	7,97,290	2.29
Individuals / HUF	2,949	85,34,989	24.46
NRIs / OCBs	33	68124	0.2
IEPF	1	18,838	0.05
Others	170	7,44,011	2.13
TOTAL	3,185	3,48,83,438	100

*with Grouping figures

Distribution of Shareholding as on 31st March 2026

Slab of Shareholding (Rs.)	No of Shareholders*	% to No. of Shareholders	No of Shares held	% to Paid-up Capital
Upto 5000	3815	94.03	14,09,115	4.04
5,001 to 10,000	94	2.31	7,05,728	2.02
10,001 – 20,000	53	1.30	7,85,311	2.25
20,001- 30,000	28	0.70	7,06,301	2.02
30,001 -40,000	10	0.25	3,54,762	1.02
40,001-50,000	20	0.50	9,76,850	2.81
50,001-1,00,000	17	0.41	12,10,550	3.47
Above 1,00,001	20	0.50	2,87,34,821	82.37
Total	4057	100.00	3,48,83,438	100.00

*With out Grouping figures

c. Dematerialization of shares and liquidity.

As on 31st March 2026, the details of the shares of the Company held in physical and demat form are given below:

Particulars	No of Shares	%
Shares held in physical form	31,476	0.09
Shares held in Demat form	34,851,962	99.79
A. NSDL	3,03,79,297	86.98
B. CDSL	44,72,665	12.82

d. outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity-

There are no outstanding GDRs / Warrants and Convertible Instruments as at 31st March 2026.

e. plant location: The Company does not have any manufacturing plant.

f. Address for correspondence:

Address for Correspondence	For all matters relating to Investor Relations
For any shareholders' assistance, the Company Secretary can be contacted at the following address: Ms. Sneha Jain, Company Secretary & Compliance Officer Coromandel Engineering Company Ltd Bascon Futura, No 10/2, Old No.56L, Venkatanarayana Road, T.Nagar, Chennai-600017 Phone : 044 - 25341513 E-Mail: csecl@cec.coromandel-group.com	KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) Address: Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500 032 Tel: 91-40-23420815 to 23420824 Email : einward.ris@kfintech.com Website: www.kfintech.com

g. list of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: The company haven't obtained any credit rating or revised its rating during the financial year 2025-2026.

h. Reconciliation of Share Capital Audit

Mrs. Vidhya Sivakumar of M/s. Vidhya & Associates, Practising Company Secretary, Chennai, carried out reconciliation of share capital audit every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued capital. The audit confirms that the total issued / paid - up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

i. Details of shares held by Non- Executive Directors as on 31st March 2026

Name of the Member	No of Shares
Mrs. Rajendran Stella Isabella	NIL
Mr. Baskaran Srinivasan *	50000
Mr. Nallusamy Elangovan	NIL
Dr. Ravi Muthusamy	NIL
Dr. Ennarasu Karunesan	NIL

*Mr. Baskaran Srinivasan resigned from the Board with effect from 25th May 2026.

Nomination Facility

The Shareholders may avail themselves of the nomination facility under Section 72 of the Companies Act, 2013. The nomination form (Form SH.13) along with instruction, will be provided to the members on request. In case the members wish to avail of this facility, they are requested to write to the Company's Registrars, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited).

Investors are advised to avail this facility especially investors holding securities in single name, to avoid the process of transmission by law. For investors holding shares held in electronic form, the nomination has to be conveyed to their Depository participants directly, as per the format prescribed by them.

FOR & ON BEHALF OF THE BOARD

Place: Chennai
Date: 12th August, 2026

G V MANIMARAN
CHAIRMAN & MANAGING DIRECTOR
DIN: 09707546

CERTIFICATE FROM CHAIRMAN & MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

[See Regulation 17(8) read with Schedule II of Listing Regulations]

The Board of Directors
Coromandel Engineering Company Limited
Bascon Futura, No 10/2, Old No.56L
Venkatanarayana Road, T. Nagar
Chennai-600017

We, G V Manimaran, Chairman and Managing Director and AK Babu Ismath Razack Chief Financial Officer of the Company hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2026 and that to the best of their knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee that there have been no:
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and other than those have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Place: Chennai
Date: 12th August, 2026

AK BABU ISMATH RAZACK
Chief Financial Officer

G V MANIMARAN
Chairman & Managing Director

DECLARATION OF CODE OF CONDUCT

To
The Members of
Coromandel Engineering Company Limited,

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management of the Company. The code of conduct has also been posted on the website of the Company. It is further confirmed that all the Directors and senior management personnel of the Company have affirmed compliance with the code of conduct of the Company for the year ended 31st March 2026, as envisaged in Regulation 34(3) read with Schedule V of the Listing Regulations.

On behalf of the Board

Place: Chennai
Date: 12th August, 2026

G V MANIMARAN
Chairman & Managing Director
DIN: 09707546

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Pursuant to Regulation 34 (3) read with Schedule V Para-C Sub clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

The Members

COROMANDEL ENGINEERING COMPANY LIMITED

CIN: L74910TN1947PLC000343

Bascon Futura, New No. 10/2, Old No. 56L,

Venkatanarayana Road, T. Nagar, Chennai – 600 017

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **COROMANDEL ENGINEERING COMPANY LIMITED (CIN: L74910TN1947PLC000343)** having its Registered Office at Bascon Futura, New No. 10/2, Old No. 56L, Venkatanarayana Road, T. Nagar, Chennai – 600 017 (hereinafter referred to as “The Company”) produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34 (3) read with Schedule V Part-C Sub clause 10 (i) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge and according to the verifications (including Director Identification Number (DIN) Status at the portal (www.mca.gov.in) and based on such examination as well as information and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of issue of this certificate and based on such verification as considered necessary, we hereby certify that none of the Directors as stated below on the Board of the Company as on **31st March 2026** have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India/Ministry of Corporate Affairs or any such other statutory authority.

S.NO	DIN	NAME OF THE DIRECTOR	DESIGNATION	DATE OF APPOINTMENT
1.	06871120	RAJENDRAN STELLA ISABELLA	Director	31/01/2025
2.	09707546	MANIMARAN	Director	12/11/2024
3.	00200432	ENNRASU KARUNESAN	Director	12/11/2024
4.	01918525	BASKARAN**	Director	12/11/2024
5.	08066520	RAVI MUTHUSAMY	Director	12/11/2024
6.	03293596	NALLUSAMY ELANGO VAN	Director	29/12/2023

**** Resigned w.e.f 25th May 2026**

Ensuring the eligibility for the appointment/ continuity of, every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

RAJMOHAN NITHYA

Practicing Company Secretary

F9221 | C.P: 10804

Peer Review No: 3662/2023

UDIN: F009221H001076518

Place: Chennai

Date: 12th August, 2026

CORPORATE GOVERNANCE CERTIFICATE

The Members

COROMANDEL ENGINEERING COMPANY LIMITED

CIN: L74910TN1947PLC000343

Bascon Futura, New No. 10/2, Old No. 56L,

Venkatanarayana Road, T. Nagar, Chennai – 600 017

We have examined all relevant records of **Coromandel Engineering Company Limited**, (CIN: L74910TN1947PLC000343), having its Registered Office at Bascon Futura, New No. 10/2, Old No. 56L, Venkatanarayana Road, T. Nagar, Chennai – 600 017, for the purpose of certifying compliance of the conditions of Corporate Governance under Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V and Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter called “SEBI (LODR) Regulations 2015”) for the financial year ended **31st March, 2026**. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The responsibility for ensuring compliance with the conditions of Corporate Governance rests with the management of the Company. Our review was confined to the examination of the procedures and practices adopted by the Company to ensure such compliance. This review does not constitute an audit of the financial statements of the Company, nor does it represent an expression of opinion thereon.

Based on our examination of the relevant records, and on the explanations and information provided to us, we hereby certify that the Company has complied with the conditions of Corporate Governance as prescribed under Regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2), and paras C, D and E of Schedule V, read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31st March, 2026.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: 12th August, 2026

RAJMOHAN NITHYA

Practicing Company Secretary

F9221 | C.P: 10804

Peer Review No: 3662/2023

UDIN: F009221H001076749

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COROMANDEL ENGINEERING COMPANY LIMITED

Report on the audit of Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **COROMANDEL ENGINEERING COMPANY LIMITED** ("the Company"), which comprises the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules there under, and

we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to the delay in statutory dues to Government authorities. Delays were observed in the remittance of Goods and Services Tax (GST), Tax Deducted at Source (TDS), Employees' Provident Fund (EPF) contributions, and Employees' State Insurance (ESI) dues, together with the applicable interest thereon. Further, TDS for the months of February and March remains unpaid as at the reporting date. We draw attention to GST regulations relating to the applicability of the Reverse Charge Mechanism (RCM), where the liability discharge is inconsistent. Our opinion is not modified in respect of this matter.

We draw attention to the matter of TDS on certain interest payments on unsecured loans, which, though deducted, remains unpaid for certain months. Further, in respect of certain interest payments and provisions on unsecured loans, TDS has neither been deducted nor remitted, as required under the provisions of the Income-tax Act, 1961. Our opinion is not modified in respect of this matter.

We draw attention to dues to Micro, Small and Medium Enterprises (MSMEs), including interest, aggregating to Rs.10,05,21,229, which remain unpaid beyond the due dates prescribed under the Micro, Small and Medium Enterprises Development Act, 2006. Our opinion is not modified in respect of this matter.

We draw attention to the outstanding long-term loan from financial institution. During the financial year 2025–26, repayments of the loan were not made in accordance with the scheduled due dates and amounts specified in the repayment terms and were settled subsequently. Our opinion is not modified in respect of this matter.

We draw attention to the Provident Fund (PF) exemption, pursuant to which the Provident Fund Department has raised a notice for recoupment of a loss amounting to ` 1.06 crore. Out of this amount, 25L was paid during the FY 2025-26, 81 Lakh remains unpaid. However, provision for the same has been created in the books. Our opinion is not modified in respect of this matter.

Owing to the voluminous nature of the transactions undertaken by the entity, a comprehensive verification of GST and Input Tax Credit (ITC) claims is difficult. Accordingly, our procedures in this area were performed on a test-check basis, placing primary reliance on internal audit reports and the supporting records made available to us.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

A) Existence and impairment of Trade Receivables Trade Receivables are significant to the Company's financial statements. The Collectability of trade receivables is a key element of the company's working capital management, which is managed on an ongoing basis by its management. Due to the nature of the Business and the requirements of customers, various contract terms are in place which impacts the timing of revenue recognition. There is a significant element of judgment. Given the magnitude and judgment involved in the impairment assessment of trade receivables, we have identified this as a key audit matter.	We performed audit procedures on existence of trade receivables, which included substantive testing of revenue transactions, obtaining trade receivable external confirmations and testing the subsequent payments received. Assessing the impact of trade receivables requires judgment and we evaluated management's assumptions in determining the provision for impairment of trade receivables, by analyzing the ageing of receivables, assessing significant overdue individual trade receivables and specific local risks, combined with the legal documentations, where applicable. In calculating the Expected Credit Loss as per Ind AS 109 – "Financial Instruments", the company has also considered the estimation of probable future customer default and has taken into account an estimation of its possible effect. We tested the timing of revenue and trade receivables recognition based on the terms agreed with the customers. We also reviewed, on a sample basis, terms of the contract with the customers, invoices raised, etc., as a part of our audit procedures. Furthermore, we assessed the appropriateness of the disclosures made in note 10 to the financial statements.
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B) Revenue recognition (IND AS 115) The application of the standard on recognition of revenue involves significant judgment and estimates made by the management which includes identification of performance obligations contained in contracts, determination of the most appropriate method for recognition of revenue relating to the identified performance obligations, assessment of transaction price and allocation of the assessed price to the individual performance obligations. In case of Fixed Price Contracts Revenue is recognized using the Percentage of Completion computed as per Input method. There exists an inherent risk and presumed fraud risk around the accuracy and existence of revenues. These contracts may involve onerous obligations which requires critical assessment of foreseeable losses to be made by the Group.	Audit procedure involved review of the company's IND AS 115 implementation process and key judgements made by management, evaluation of customer contracts in light of IND AS 115 on sample basis and comparison of the same with management's evaluation and assessment of design and operating effectiveness of internal controls relating to revenue recognition. Based on the procedures performed, it is concluded that management's judgements with respect to recognition and measurement of revenue in light of IND AS 115 is appropriate. Furthermore, the appropriateness of the disclosures made in note 23 to the financial statements was assessed judgements with respect to recognition and measurement of revenue in light of IND AS 115 is appropriate. Furthermore, the appropriateness of the disclosures made in note 23 to the financial statements was assessed.
C) Recognition and measurement of deferred taxes The recognition and measurement of deferred tax items requires determination of differences between the recognition and the measurement of assets, liabilities, income and expenses in accordance with the Income Tax Act and other applicable tax laws including application of ICDS and financial reporting in accordance with IND AS. This involves significant calculations requiring detailed knowledge of applicable tax laws.	The key matter was addressed by performing audit procedures which involved assessment of underlying process and evaluation of internal financial controls with respect to measurement of deferred tax and re-performance of calculations and assessment of the items leading to recognition of deferred tax in light of prevailing tax laws and applicable financial reporting standards on sample basis. Based on the representation provided by the management, the deferred tax assets are being recognized by the company and accounted for. Furthermore, disclosures are made in note 7 to the financial statements.

D) Contingent Liability Assessment of Provisions for taxation, litigations and claims: As at 31st March 2026 Coromandel Engineering Company Limited had disputed dues to the tune of ₹ 1498.67 lakhs.	The Audit addressed this Key Audit Matter by reviewing correspondence with tax Authorities. Discussing significant litigations and claims with the Company's Internal Legal Team. Reviewing previous judgements made by relevant tax Authorities and opinions given by Company's advisors. Assessing the reliability of the past estimates of the management. Based on the procedures performed, it is concluded that the management's assessment of the outcome of pending litigations and claims is appropriate. Furthermore, the appropriateness of the disclosures made in note 30 to the financial statements was assessed.
E) Accuracy of Unbilled Revenues in Civil Contracts: Unbilled Revenue in Civil Contracts operations is a critical estimate to determine the revenues. This estimate has a high risk of uncertainty as it requires consideration of progress of the work done, efforts till date and efforts to complete the remaining contract performance obligations. In respect of unbilled contract revenue remaining unbilled for a period exceeding one year, we have relied upon the Management Representation provided by the Company.	Audit Procedure involved evaluating the design of the Internal Controls relating to recording of efforts incurred and estimation of efforts incurred to complete the performance obligations. Performed analytical Procedure and test of details for reasonableness of incurred and estimated efforts. The audit procedures performed did not lead to identification of any material misstatement with respect to recognition and measurement of unbilled revenue.
F) Inventory WIP: Management judgement is required to establish the carrying value of inventory particularly in relation to determining the appropriate level of provisions in relation to obsolete and Surplus items. The judgement reflects that inventory is held to support company's operations which results in the company holding inventory for extended periods before utilization. In cases of disputes with land owners we have relied on Management Representation.	Physical Verification of Inventory was conducted as on 31st March 2026. With respect to the Net Realizable Value, principles of Ind AS-2 (Inventories) has not been complied as the Net Realizable Value of Inventories could not be determined due to the nature of the industry and hence inventories in books are recoded at weighted average cost basis. However, this policy of accounting inventory at weight average cost basis has been consistently followed by the entity. With respect to the Net Realizable value of Inventory the company has provided Management Representations that there is no significant impact as all contracts are based on fixed prices. Future salability of inventory was assessed based on past track records. Based on the audit procedure performed, no material discrepancies were identified.

G) Advance for Properties: Management judgment is required to establish the carrying value of advance for properties particularly in relation to determining the appropriate level of provisions in relation to obsolete and Surplus items. Advances have been outstanding for extended periods, and their recoverability is dependent on future developments such as resolution of disputes, regulatory approvals, and completion of underlying transactions. Accordingly, we have relied on management representations regarding their status and recoverability.	Our audit procedures in respect of the advance for property included understanding the nature and purpose of the transaction and evaluating the related controls. We reviewed the underlying agreement and supporting documentation to assess the terms and verified the payment with relevant records. We assessed the recoverability of the advance by evaluating management's assessment, including review of correspondence with the counterparty and the status of the underlying transaction. Where the advance remained outstanding or involved uncertainties, we relied on management representations regarding its recoverability.
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Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the financial statements and our report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the

financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to

liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial

controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and

significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (here in after referred to as the "Order") and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
2. As required by Section 143(3) of the Companies Act, 2013, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our

examination of those books

- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in the Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31 March, 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements as referred to in Note No. 30 to the Standalone

Financial Statements;

- ii. The Company did not have any long-term contracts including derivative contracts as at 31st March, 2026;
 - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company for the year ended 31st March, 2026.
- (i) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (j) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with

the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and

- (k) Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the management under sub clause (i) and (ii) above, contain any material misstatement.
- (l) The Company has not declared any Dividend during the year
- (m) Based on our examination which included test checks, the Company, in respect of financial year commencing on April 01, 2025, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 on preservation of audit trail as per statutory requirements for record retention is applicable for the Financial year ended March 31, 2026. (Refer Note.53 to the Standalone Financial Statements).

For CNGSN & ASSOCIATES LLP

Chartered Accountants

F.R.No.004915S

Sonali Khatod M

Partner

Membership No 254938

UDIN : 26254938TGOEJX6976

Place: Chennai

Date: 25.05.2026

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our Independent Auditor's Report to the members of the Coromandel Engineering Company Limited on the Standalone Financial Statements for the year ended 31st March 2026, we report that:

i. In respect of Property, Plant & Equipment:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment to the best of our knowledge and on the basis of available information.

(B) The Company has maintained proper records showing full particulars, including quantitative details and situation of Intangible Asset to the best of our knowledge and on the basis of available information.

(b) The Company has a regular program of physical verification of its Property, Plant & Equipment by which Property, Plant & Equipment are verified in a phased periodical manner designed to cover all the items over a period of three years. In accordance with this program, certain Property, Plant & Equipment were verified during the year and no discrepancies were noticed on such verification. In our opinion this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.

(c) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company.

(d) The company has not revalued its Property, Plant and Equipment (Including Right of use assets) or intangible asset or both during the year. Accordingly, clause (i)(d) of para 3 of the order is not applicable.

(e) The company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, clause i(e) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable.

ii. (a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion the coverage and procedure of such verification by the management is appropriate; discrepancies of 10% or more in aggregate for each class of inventory were not noticed.

(b) According to the records of the Company and information and explanations given to us, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institution on the basis of security of current assets; the monthly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company except for the month of November, December and March.

iii. (a) In our opinion and according to the explanations given to us, during the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity [not applicable to companies whose principal business is to give loans]. Accordingly, clause (iii(a)), (iii(b)), & (iii(c)) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable.

iv. (a) In our opinion and according to the explanations given to us there are no loans, investments, guarantees and

securities provided by the Company as specified under Sections 185 and 186 of the Companies Act, 2013. Therefore, the provisions of the paragraph 3(iv) of the order are not applicable to the Company.

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder, and hence reporting under clause (v) of the Order is not applicable.
- vi. The Central Government has prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and the prescribed accounts and records have been made and maintained.
- vii. In respect of statutory dues:
 - sa) According to the records of the Company and information and explanations given to

us, the Company is regular in depositing undisputed statutory dues including Goods and Service tax, provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, Goods and service tax, cess and any other statutory dues with the appropriate authorities. There are no undisputed statutory dues outstanding for more than six months, except the following:

Sl. No.	Name of the Statute	Nature of Dues	Amount (₹ in Lakhs)
1	Income Tax	TDS	17.07
2	Employee Provident Fund	PF Show Cause Notice	5.57
3	Employee Provident Fund	Provident Fund (PF Trust – EPFO Demand)	81.60
4	Employee State Insurance	ESI – Penalty for late payment	11.02

- b) As at 31st March 2026 according to the records of the Company, the following are the particulars of the disputed dues:

Sl. No	Name of the Statute	Nature of Dues	Amount Disputed (₹ in Lakhs)	Amount paid under protest (₹ in Lakhs)	Forum where Pending
1	Goods and Service Tax	Odisha – GST Tran 1 credit reversal	5.43	-	Deputy Commissioner of CT & GST, Ganjam, Odisha (FY 2017-2018)
2	Customs Excise and Service Tax Act	Kerala – VAT	5.6	0.66	Assistant Commissioner Commercial Tax officer Ernakulam
3	Goods and Service Tax	TN / GST - FY 2017-18	5.65	-	Assistant Commissioner, TN GST

Sl. No	Name of the Statute	Nature of Dues	Amount Disputed (₹ in Lakhs)	Amount paid under protest (₹ in Lakhs)	Forum where Pending
4	Goods and Service Tax	AP / GST - FY 2017-18	24.10	-	Assistant Commissioner, AP GST
5	Goods and Service Tax	TN / GST - FY 2018-19	55.66	-	Deputy Commercial Tax Officer, TN.
6	Goods and Service Tax	AP / GST - FY 2018-19	96.52	1.48	Assistant Commissioner (ST), Visakhapatnam
7	Goods and Service Tax	AP / GST - FY 2019-20	3.86	-	Assistant Commissioner (ST), Visakhapatnam
8	Goods and Service Tax	AP / GST - FY 2020-21	7.57	-	Assistant Commissioner (ST), Visakhapatnam
9	Goods and Service Tax	AP / GST - FY 2021-22	1.48	-	Assistant Commissioner (ST), Visakhapatnam
10	Goods and Service Tax	TE / GST- FY20-21	9.76	-	Assistant Commissioner, Telangana
11	Goods and Service Tax	TN / GST -FY20-21	54.72	-	Assistant Commissioner, Tamil Nadu
12	Goods and Service Tax	TN / GST -FY20-21	85.13	-	Deputy Commissioner, Tamil Nadu
13		Suit filed by the Vendor	52.01	-	Court of Telangana
14	Goods and Service Tax	TN/GST- FY-2021-22	156		Assistant Commissioner, Tamil Nadu
15	Goods and Service Tax	TN/GST- FY-2021-22	12.32		Assistant Commissioner, Tamil Nadu
16	Goods and Service Tax	KAR -GST-FY 2021-22	921.51		Assistant Commissioner, Karnataka
Total			1498.67	2.14	

viii. In our opinion, the company has no transactions that have not been recorded in the books of accounts and no unrecorded income was disclosed or surrendered as income during the year in the Tax assessments under the Income Tax, 1961. Accordingly, clause (viii) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable.

(a) Based on our audit procedures and according to the information and explanations given to us by the management, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings to any lenders.

(b) According to the records of the Company and information and explanations given to us, the company is not a declared willful defaulter by any bank or financial institution or other lender.

(c) According to the records of the Company and information and explanations given to us, term loans were applied for the purpose for which the loans were obtained; if not, the amount of loan so diverted and the purpose for which it is used may be reported.

(d) According to the records of the Company and information and explanations given to us, the funds raised on short term basis have been utilized for short term requirements only. They were not applied for long term requirements.

(e) In our opinion, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries,

associates or joint ventures. Accordingly, clause (ix(e)) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable.

(f) In our opinion the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, clause (ix(f)) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable

x. (a) To the best of our knowledge and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer.

(b) During the financial year 2025–26, pursuant to the shareholders' approval obtained on 27th March 2025 for the issuance of 67,22,722 equity shares by way of preferential allotment, the Company allotted 16,49,840 equity shares on 8th May 2025. The balance shares, remain pending allotment as at 31st March 2026. Further, during the year, the authorized share capital of the Company was reclassified from Rs.72 lakh divided into equity share capital of Rs.40 lakh and preference share capital of Rs.32 lakh, to Rs.72 lakh divided into equity share capital of Rs.52 lakh and preference share capital of Rs.20 lakh.

xi. (a) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) In our opinion, report under sub-section (12) of section 143 of Companies Act and form ADT-4 is not required to be filed by the auditors as clause xi (a) is not

applicable. Accordingly, clause (xi(b)) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable.

(c) According to the information and explanation given to us, the company has not received whistle-blower complaints during the year. Accordingly, clause (xi(c)) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable.

xii. In our opinion, the Company is not a Nidhi Company. Accordingly, clause (xii(a), xii(b), xii(c) of Para 3 of Companies (Auditors Report) Order 2020 are not applicable.

xiii. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.

xiv. (a) In our opinion and according to the information and explanation given to us, the company has an internal audit system commensurate with the size and nature of its business.

(b) In our opinion and according to the information and explanation given to us, the reports of the Internal Auditors for the period under audit were considered.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with the Directors. Accordingly, clause (xv) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable.

xvi. (a) & (b) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause (xvi(a) and xvi (b)) of

Para 3 of Companies (Auditors Report) Order 2020 are not applicable.

(c) & (d) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause (xvi(c) and xvi(d)) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable.

xvii. In our opinion and according to the information and explanations given to us The Company has not incurred cash losses during the financial year covered by our audit. The Company had incurred cash losses amounting to Rs. 66.09 lakh in the immediately preceding financial year. Accordingly, clause (xvii) of Para 3 of Companies (Auditors Report) Order 2020 is applicable.

xviii. Statutory auditor has not resigned during the year, Accordingly, reporting under clause (xviii) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios disclosed in notes 42 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance as and when they fall due within

a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) In our opinion and according to the information and explanations given to us, the company is not obliged to transfer the unspent amount to a Fund specified in Schedule VII to the Companies Act. Accordingly, clause (xx(a) and xx(b)) of Para 3 of Companies (Auditors Report) Order 2020 are not applicable
- xxi In our opinion, the company does not prepare consolidated financials. Accordingly, clause (xxi) of Para 3 of Companies (Auditors Report) Order 2020 is not applicable.

Place: Chennai
Date: 25.05.2026

For CNGSN & ASSOCIATES LLP
Chartered Accountants
F.R.No.004915S

Sonali Khatod M
Partner
Membership No 254938
UDIN : 26254938TGOEJX6976

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of the Independent Auditor’s Report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **COROMANDEL ENGINEERING COMPANY LIMITED** (“the Company”) as of 31st March 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls,

both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial statements in accordance with generally

accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal

financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India..

Place: Chennai
Date: 25.05.2026

For CNGSN & ASSOCIATES LLP
Chartered Accountants
F.R.No.004915S

Sonali Khatod M
Partner
Membership No 254938
UDIN : 26254938TGOEJX6976

BALANCE SHEET

(₹ in lakhs)

Particulars		Note No.	As at 31.03.2026	As at 31.03.2025
A	ASSETS			
1	Non-current assets			
	(a) Property, Plant and Equipment	4 a	280.63	411.70
	(b) Right of use Assets	4 b	-	-
	(c) Capital work-in-progress		-	-
	(d) Intangible assets	4 c	7.17	10.11
	(e) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables			
	(iii) Other Financial Assets	6	1.00	1.00
	(f) Deferred tax assets (net)	7	1,115.68	1,087.68
	(g) Other non-current assets	8	365.00	365.00
	Total Non - Current Assets		1,769.48	1,875.50
2	Current assets			
	(a) Inventories	9	1,066.29	1,012.53
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables	10	374.36	2,412.72
	(iii) Cash and cash equivalents and bank balances	11	29.58	33.56
	(iv) Other Financial assets	12	195.39	197.10
	(c) Other current assets	13	6,269.00	2,087.96
	Total Current Assets		7,934.62	5,743.88
	Total Assets (1+2)		9,704.10	7,619.38
B	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity Share Capital	14	3,488.34	3,323.36
	(b) Other Equity excluding non-controlling interests ##	14 a	(2,421.76)	(2,934.41)
	(c) Other Equity- Revaluation Gain	14b	264.22	236.22
	Total equity attributable to owners of the Company		1,330.80	625.17
	Liabilities			
2	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Preference Capital	15	-	-
	(ii) Borrowings	16	995.00	1,120.00
	(iii) Trade payables	17	-	-
	(b) Provisions	18	94.83	87.87
	(c) Deferred tax liabilities (Net)		-	-
	(d) Other non-current liabilities		-	-
	Total Non - Current Liabilities		1,089.83	1,207.87
3	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	19	1,037.54	1,139.34
	(ii) Trade payables - Micro & Small Enterprise	20	761.27	566.42
	(iii) Trade payables - Others	20	2,023.78	2,281.22
	(iv) Other financial liabilities	21	3,369.73	1,642.11
	(b) Provisions		-	-
	(c) Other current liabilities	22	91.15	157.25
	Total Current Liabilities		7,283.48	5,786.35
	Total Equity and Liabilities (1+2+3)		9,704.10	7,619.38

Refer Notes to accounts of Reg. 33

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **CNGSN & Associates LLP**

Chartered Accountants

F.R.No.004915S

Sonali Khatod M

Partner

Membership No.254938

UDIN : 26254938TGOEJX6976

Ennarasu Karunesan

Director

DIN: 00200432

Sneha Jain

Company Secretary

G V Manimaran

Chairman & Managing Director

DIN: 09707546

A K Babu Ismath Razack

Chief Financial Officer

Chennai
25th May, 2026

For & on Behalf of the Board

STATEMENT OF PROFIT AND LOSS

(₹ in lakhs)

Particulars		Note	For the month ended March 31, 2026		For the Year ended March 31, 2025	
I	Revenue from Operations	23	4,308.84		3,128.89	
II	Other Income	24	16.30		1.88	
III	Total Revenue (I + II)			4,325.14		3,130.77
IV	Expenses					
	(a) Materials consumed	25	597.14		748.44	
	(b) Changes in Inventories	26	-		-	
	(c) Sub-contracting Expenses		2,653.30		756.75	
	(d) Employee Benefit Expenses	27	367.89		690.56	
	(e) Finance Cost	28	308.02		299.07	
	(f) Depreciation and Amortisation Expenses	4	136.82		108.99	
	(g) Other Expenses	29	245.09		622.92	
	(h) Total Expenses			4,308.26		3,226.75
V	Profit/(loss) before exceptional items (III-IV)			16.88		-95.98
VI	Exceptional income			-		-
VII	Profit/(loss) after exceptional items (V-VI)			16.88		-95.98
VIII	Tax expense/(gain)					
	(1) Current tax			-		-
	(2) Deferred tax			-		-137.46
IX	Net Profit/Loss after Tax			16.88		41.49
X	Add: Other Comprehensive Income/(Loss) Items that will not be reclassified to Profit or Loss					
	(a) changes in revaluation surplus			27.99		315.74
	Tax Impact on above			-		-79.52
	(b) Remeasurements of the defined benefit liabilities / asset- Revaluation of Fixed Assets			-		-
	(c) Equity instruments through other comprehensive income			-		-
	Income tax relating to items that will not be reclassified to Profit or Loss			-		-
	Add: Other Comprehensive Income/(Loss) Items that may be reclassified to Profit or Loss					
	Income tax relating to items that may be reclassified to Profit or Loss			-		-
	Other Comprehensive Income/(Loss) Total			28.00		236.22
XI	Total Comprehensive Income			44.87		277.71
XII	Earnings per equity share (Rs)					
	(1) Basic			0.00		0.12
	(2) Diluted			0.00		0.12

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For CNGSN & Associates LLP
Chartered Accountants
F.R.No.004915S

For & on Behalf of the Board

Sonali Khatod M
Partner
Membership No.254938
UDIN : 26254938TG0EJX6976**Ennarasu Karunesan**
Director
DIN: 00200432**G V Manimaran**
Chairman & Managing Director
DIN: 09707546Chennai
25th May, 2026**Sneha Jain**
Company Secretary**A K Babu Ismath Razack**
Chief Financial Officer

A. Equity Share Capital - Refer Note no 14

(₹ in lakhs)

Balance as at March 31, 2024	3,323.36
Balance as at March 31, 2025	3,323.36
Balance as at March 31, 2026	3,488.34

B. Statement of changes in other Equity - Refer Note no 14a

Particulars	Reserves and Surplus					Items of Other Comprehensive Income	Total
	Capital Reserve	General Reserve	Investment Allowance Reserve	Securities Premium	Retained earnings	Reserve for equity instruments	
Balance at beginning of the Year – March 31, 2024	7.24	629.43	-	2440.80	-6053.36	-	-2975.90
Profit for the year					41.49	-	41.49
Other Comprehensive income for the year					-	-	-
Total Comprehensive income for the year					41.49		41.49
Addition of Securities Premium						-	
Balance at end of the year - March 31, 2025	7.24	629.43	-	2440.80	-6,011.89	-	-2,934.41
Profit for the year					16.88		16.88
Other Comprehensive income for the year						-	
					-		-
Total Comprehensive income for the year						-	
Addition of Securities Premium				495.78		-	495.78
Balance at end of the year - March 31, 2026	7.24	629.43		2,936.58	-5,995.01	-	-2,421.76

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For CNGSN & Associates LLP**Chartered Accountants****F.R.No.0049155****Sonali Khatod M**

Partner

Membership No.254938

UDIN : 26254938TGOEJX6976

Chennai

25th May, 2026**Ennarasu Karunesan**

Director

DIN: 00200432

Sneha Jain

Company Secretary

For & on Behalf of the Board

G V Manimaran

Chairman & Managing Director

DIN: 09707546

A K Babu Ismath Razack

Chief Financial Officer

CASH FLOW STATEMENT

(₹ in lakhs)

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Cash Flow from Operating Activities		
Net Profit/ (Loss) before tax as per Statement of Profit & Loss	16.88	(95.98)
Adjustments for :		
Depreciation and amortisation expenses	136.82	108.99
Finance Cost	308.01	299.07
Interest Income	(16.30)	1.88
Dividend Income	-	-
Exceptional income - waiver of pref dividend	-	-
Provision for doubtful debts no longer required	-	-
(Profit) / Loss on sale/W.off of assets (Net)	(121.39)	
Operating Profit before working capital changes	307.14	237.92
Adjustments for :	324.02	141.94
Trade and other Receivables	(2,140.95)	(15.65)
Inventories	(53.77)	244.91
Trade and other Payables	1,598.92	(533.80)
Cash Generated from Operations	(271.78)	(162.60)
Direct Taxes Refund/(Paid)(Net)	-	-
Dividend paid	-	-
Net Cash from/(used) in Operating Activities	(271.78)	(162.60)
Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment	-	-
Sale of Property, Plant and Equipment	121.39	172.03
Sale of investment	-	-
Interest income	16.30	(1.88)
Dividend Received	-	-
Waiver of Preference dividend	-	-
Net Cash from Investing Activities	137.70	170.15
Cash flow from Financing Activities		
Proceeds from Preference Issue	660.76	-
Loans availed/(repaid) (Net)	(226.80)	140.05
Finance Charges	(303.86)	(116.45)
Net Cash from/(used in) Financing Activities	130.10	23.60
Net increase/ (decrease) in Cash and Cash Equivalents	(3.98)	31.14
Opening balance of Cash and Cash Equivalents	33.56	2.42
Closing balance of Cash and Cash Equivalents	29.58	33.56

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For CNGSN & Associates LLP

Chartered Accountants

F.R.No.004915S

Sonali Khatod M

Partner

Membership No.254938

UDIN : 26254938TG0EJX6976

Ennarasu Karunesan

Director

DIN: 00200432

Sneha Jain

Company Secretary

G V Manimaran

Chairman & Managing Director

DIN: 09707546

A K Babu Ismath Razack

Chief Financial Officer

Chennai
25th May, 2026

For & on Behalf of the Board

STATEMENT SHOWING THE APPLICABLE KEY ACCOUNTING STANDARDS UNDER IND AS WITH RELATED ACCOUNTING POLICY AND NOTES REFERENCES FOR THE FINANCIAL STATEMENTS

Ind AS No	Description	Accounting Policy No	Note No
2	Inventories	3.8	9
7	Cash and Cash Equivalents	3.16	11
10	Event after the reporting period		41
12	Income tax	3.13	7
16	Property, Plant and Equipment	3.3	4a
18	Revenue	3.9	23, 34
19	Employee benefits	3.12	39
24	Related party disclosures		38
33	Earnings per share	3.15	35
37	Provisions, Contingent liabilities and assets	3.14	7,18,21,30
38	Intangible assets	3.6	4 c
107	Financial instruments - Disclosures	3.17	40
108	Operating segments	3.18	36
113	Fair value measurements	3.1	40
115	Revenue from Contracts	3.9	23,34
116	Leases	3.4	4 b

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026**CORPORATE INFORMATION**

Coromandel Engineering Company Limited (CEC) was incorporated as a Public Limited Company in the year 1947 and the Equity Shares of the Company are listed in BSE Ltd. CEC is in the business of Construction and Property Development.

APPLICATION OF NEW AND REVISED IND AS

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules 2015.

MATERIAL ACCOUNTING POLICIES**3.1 Basis of preparation and presentation of Financial Statements**

The financial statements have been prepared and presented in accordance with the Indian Accounting Standards (Ind AS) as prescribed by the Companies (Indian Accounting Standards) Rules, 2015 and Schedule III of the Companies Act, 2013 ("the Act"). The financial statements are presented in Indian Rupees (INR), which is also the functional currency. The financial statements have been prepared under the historical cost convention, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such

a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use as in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- b) Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly;
- c) Level 3 inputs are unobservable inputs for the asset or liability;

3.2 Use of estimates and judgements

The preparation of the financial statements requires the management to make estimates, assumptions and judgements that affect the reported amount of assets and liabilities, income and expenses. Actual amounts could differ from these estimates.

Estimates and underlying assumptions are reviewed on an on going basis.

Revisions to accounting estimates are recognized prospectively.

Judgements are made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements.

3.3 Property, Plant and Equipment

Property, Plant and Equipment are valued at historical cost less accumulated depreciation. Cost includes related taxes, duties, freight, insurance

etc. attributable to acquisition and installation of assets and borrowing costs incurred up to the date of commencing operations. Impairment loss is recognized, where applicable; when the carrying value of fixed assets exceeds its market value or the value in use, whichever is higher.

3.4 Leases: Right-of-use asset and Lease liabilities

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the company. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease tenure.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases of property, plant and office equipment and all leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

3.5 Depreciation

Depreciation on tangible assets is provided as per revised useful life contained in Schedule II of the Companies Act, 2013.

3.6 Intangible Assets and amortization

Intangible assets (computer software) acquired separately are carried at cost less accumulated amortization. Amortization is recognized on a straight-line basis over their estimated useful life as determined under Schedule II of the Companies Act, 2013.

3.7 Investments in equity instruments at FVTOCI

On initial recognition, the Company had made an irrevocable election on instrument by instrument basis, pertaining to investment in equity instruments, to present the subsequent changes in fair value in other comprehensive income .

Dividend on these investments is recognized when the Company's right to receive the dividend is established and recognized in profit and loss in "other income" head..

3.8 Inventories

Materials at site are valued at cost on Weighted Average Method. Work-in-Progress in respect of contracts till attaining a reasonable progress level and in property development, till significant risks and rewards of ownership are transferred, is valued at cost plus proportionate overheads. Unsold land is valued at cost.

3.9 Revenue Recognition

Revenue is recognized to the extent that is probable that the economic benefits will flow to the Company and the revenue can be measured, irrespective of when the payment is being made. Revenue is measured at the fair value of the billing whether received or to be received, net of taxes collected on behalf of the Government.

- i. Revenue in respect of Construction Contracts, is recognized on percentage of completion method.

- ii. In case of Property development, Percentage of completion is arrived at as the proportion of costs incurred (including directly attributable borrowing costs) up to the Balance Sheet date to the estimated total project costs.
- iii. In case of indivisible works contracts, revenues are recognized on percentage completion method, synchronized to the billing schedules agreed by the customers.
- iv. Revenue in respect of billed and unbilled contracts/property development in progress includes recognized profits based on percentage of completion and retention on bills. Provision for expected losses is made irrespective of percentage of completion.
- v. Revenue from Property Development activity is recognized when significant risks and rewards of ownership in the land and/ or building are transferred to the customers.
- vi. Bill raised for value of work done in respect of completed and ongoing contracts including retention on bill is disclosed as proceeds on contracts.
- vii. Sale of goods is recognized when the goods are delivered and titles have passed.
- viii. Sales are recorded net of trade discounts/ rebates exclusive of taxes collected on behalf of Government.

3.10 Other Income

- i. Dividend Income from investments is recognized when the right to receive payment has been established.
- ii. Interest Income from a financial asset is recognized and accrued on time proportion basis.
- iii. Insurance claims are accounted on the basis of claims admitted and to the extent amount recoverable can be measured reliably.

3.11 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of assets that necessarily takes substantial period of time to get ready for intended use are treated as part of the cost of such assets. Borrowing costs attributable to unsold properties that are under development are inventorised and charged to revenue as and when they are sold. All other borrowing costs are recognized in profit and loss in the period they are incurred.

3.12 Employee Benefits

a) Short term

Short term employee benefits, including accumulated compensated absences, are recognized as an expense as per the Company's scheme, based on expected obligations on undiscounted basis.

b) Long term

i. Leave encashment

This is recognized at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by the employees up to the reporting date.

ii. Provident Fund

Contributions are made to the Company's Employees Provident Fund Trust in accordance with the fund rules. The interest rate payable by the trust to the beneficiaries every year is notified by the Government. The company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate.

iii. Superannuation

This is defined contribution plan. Fixed contributions to the Superannuation Fund

administered by trustees and managed by Life Insurance Corporation of India are charged to the Statement of Profit and Loss. The Company has no further obligations for future superannuation benefits other than its annual contributions and recognizes such contributions as an expense in the year incurred.

iv. Gratuity

The Company makes annual contributions to a Gratuity Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). Liability for future gratuity benefits is accounted based on actuarial valuation, as at the Balance Sheet date, determined by independent Actuary.

Re measurement, comprising actuarial gains and losses, the effect of the changes to asset ceiling (if any) and the return on plan assets (excluding net interest), is recognized in Other Comprehensive income in the period in which they occur and this is not reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of plan amendment.

3.13 Taxation

Provision for current tax is made based on the liability computed in accordance with the relevant tax rates and tax laws. Current income tax assets and liabilities are measured at the amount expected to be received or payable to taxation authorities.

Deferred tax is recognized on temporary differences between the carrying amount of assets and liabilities in the financial statements and corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible tax differences to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the

year when the asset is realized or liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

3.14 Provisions & Contingent Liabilities/ Assets:

Provisions are recognized for known liabilities that can be measured where the Company has a present obligation as a result of past event. It is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

Contingent Liabilities are disclosed for possible obligation which will be confirmed only by future events not wholly within the control of the Company or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognized in the financial statements.

3.15 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expenses or income related to the dilutive potential equity shares by the weighted average number of equity shares considered for basic earnings per share and the weighted average number of equity shares including those which could have been issued on the conversion of all dilutive potential equity shares.

3.16 Cash flow statement

Cash flows are reported using the indirect method, whereby the profit/ (loss) and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The Cash flows from operating, investing and financing activities of the Company are segregated based on available information.

For this purpose, cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of three months or less from the date of acquisition, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

3.17 Financial instruments

Financial assets and liabilities are recognized where the Company becomes a party to the contractual provisions of the instruments. They are initially measured at fair value.

All regular purchases or sale of financial assets are recognized or derecognized on a trade date basis. All recognized financial assets are subsequently

measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Debt and equity instruments issued by a Company are classified as either financial liabilities or equity in accordance with the substance of the contractual arrangements and the definition of financial liabilities and equity instrument.

3.18 Operating cycle

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization into cash/cash equivalents, the operating cycle has been determined as 12 months for the purpose of classification of its assets and liabilities.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026**NOTE 4 A PROPERTY, PLANT AND EQUIPMENT**

(₹ in lakhs)

Carrying amounts of:						As at		
						31.03.2026	31.03.2025	31.03.2024
Plant and equipment						267.88	396.53	177.31
Furniture and fittings						7.05	8.01	1.35
Vehicles						0.02	0.05	0.10
Office Equipment						2.02	3.13	2.24
Computers						3.66	3.98	11.38
Software & Licensing						0.00	0.00	13.06
Total						280.63	411.70	205.44
	Office Buildings	Plant and equipment	Furniture and Fittings	Software & Licensing	Vehicles	Office Equipment	Computers	Total
Cost or deemed cost								
Balance at April 1, 2024	23.11	3,932.82	3.18	16.00	6.40	32.59	75.98	4,090.08
Revaluation		315.96						315.96
Additions			7.61			2.18		9.79
Disposals		143.09		16.00				159.09
Balance at March 31, 2025	23.11	4,105.69	10.79	-	6.40	34.77	75.98	4,256.74
Revaluation		-	-	-	-	-	-	-
Additions		-	-	-	-	-	3.71	3.71
Disposals		436.66	-	-	-	-	-	436.66
Balance at March 31, 2026	23.11	3,669.02	10.79	-	6.40	34.77	79.69	3,823.79
	Office Buildings	Plant and equipment	Furniture and Fittings	Software & Licensing	Vehicles	Office Equipment	Computers	Total
Accumulated depreciation and impairment								
Balance at April 1, 2024	23.11	3,755.51	1.83	2.94	6.31	30.36	64.60	3,884.25
Depreciation on Revalued Asset	-	8.04	-					8.04
Depreciation expense	-	88.70	0.96	2.94	0.04	1.28	7.40	101.32
Eliminated on disposals		143.09	0.00	5.88	0.00		0.00	148.97
Balance at March 31, 2025	23.11	3,709.16	2.79	-	6.35	31.64	72.00	3,844.26
Depreciation expense	0.00	127.74	0.96	0.00	0.03	1.11	4.03	133.87
Eliminated on disposals		435.76	0	0				435.76
Balance at March 31, 2026	23.11	3,401.14	3.75	-	6.38	32.75	76.03	3,542.37
	Office Buildings	Plant and equipment	Furniture and Fittings	Software & Licensing	Vehicles	Office Equipment	Computers	Total
Carrying amount								
Balance at April 1, 2024	-	177.31	1.35	-	0.09	2.23	11.38	205.45
Additions	-	315.96	7.61	-	-	2.18	-	325.76
Disposals	-	-	-	10.12	-	-	-	10.12
Depreciation expense		96.74	0.96	2.94	0.04	1.28	7.40	109.36
Balance at March 31, 2025	-	396.53	8.01	-	0.05	3.13	3.98	411.70
Additions	-	-	-	-	-	-	3.71	3.71
Disposals	-	0.90	-	-	-	-	-	0.90
Depreciation expense	-	127.74	0.96	-	0.03	1.11	4.03	133.87
Balance at March 31, 2026	-	267.88	7.05	-	0.02	2.02	3.66	280.63

Assets pledged as security

Property, Plant and Equipment have been pledged as security for loan from Bank.

Capitalised borrowing cost :

No Borrowing cost has been capitalised on property, plant and equipment for the year ended 31st March 2022 & 31st March 2023

NOTE 4 B**RIGHT OF USE ASSETS**

The company has adopted Ind AS 116 retrospectively from April 1, 2019, however the Company does not have any lease or right of use asset for a tenure exceeding 12 months and hence there is no impact on account of adoption of AS 116.

NOTE 4 C**INTANGIBLE ASSETS**

(₹ in lakhs)

Carrying amounts of :	As at		
	31.03.2026	31.03.2025	31.03.2024
Software & Licensing	7.17	10.11	-
	7.17	10.11	-

Note 5**Trade Receivables**

		As at	
		31.03.2026	31.03.2025
a)	Unsecured, considered good	-	-
b)	Doubtful	79.11	79.11
	Less: Provision for doubtful receivables	79.11	79.11
		-	-

Note 6**Other Financial Assets**

		As at	
		31.03.2026	31.03.2025
a)	Bank Deposits with more than 12 months	1	1
		1	1

Note 7

(₹ in lakhs)

Deferred Tax Asset/(Liability) Net

		As at	
		31.03.2025	31.03.2025
a)	Timing Difference		
	- Depreciation	(44.79)	13.20
	- Expenses allowed on payment basis	32.68	110.36
	- Provision for doubtful receivables and advances	14.93	22.01
b)	Unabsorbed Business losses	1,112.86	942.11
		1,115.68	1,087.68

Deferred tax liabilities are the amounts of income taxes payable in future periods in respect of taxable temporary differences.

Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of:

- (a) deductible temporary differences;
- (b) the carry forward of unused tax losses; and
- (c) the carry forward of unused tax credits.

Particulars	Balance as at	Recognised in		Balance as at
	31.03.2025	Profit & loss	Other Comprehensive Income	31.03.25
Breakup for deferred tax assets (net):				
Accelerated depreciation for tax purposes	13.20	-85.99	28.00	-44.79
Expenses allowed on payment basis	110.36	-77.68	-	32.68
Allowances for doubtful receivables and advances	22.01	-7.08	-	14.93
Carry forward of unused tax losses (Net)	942.11	170.74	-	1112.86
	1,087.68	0.00	-	1,115.68

Particulars	Balance as at	Recognised in		Balance as at
	31.03.2024	Profit & loss	Other Comprehensive Income	31.03.25
Breakup for deferred tax assets (net):				
Accelerated depreciation for tax purposes	40.61	-27.41	-	13.20
Expenses allowed on payment basis	0.54	109.82	-	110.36
Allowances for doubtful receivables and advances	22.01		-	22.01
Carry forward of unused tax losses (Net)	966.58	-24.47	-	942.11
	1,029.74	57.95	-	1,087.69

The Company elected to exercise the option under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. The full impact on account of remeasurement of Deferred Tax Assets and Liabilities due to revised rates, have been recognised in the statement of Profit and Loss for the year ended 31st March 2020.

Note 8
Other Non Current Assets

(₹ in lakhs)

		As at	
		31.03.2026	31.03.2025
	Advance for properties	365.00	365.00
	Less : Provision for doubtful advances	-	-
		365.00	365.00

Note 9
Inventories

		As at	
		31.03.2025	31.03.2025
a)	Raw Materials at cost	162.54	108.78
b)	Work-in-Progress at cost	903.75	903.75
c)	Finished Apartments at cost	-	-
		1,066.29	1,012.53

a. The method of valuation of inventories has been stated in Note No. 3.8

b. The above inventories are expected to be recovered in the normal operating cycle of the Company

Note 10
Trade Receivables (Unsecured)

		As at	
		31.03.2026	31.03.2025
	Unsecured - Considered good		
	Outstanding for a period exceeding six months from the due date of payment		
(a)	Unsecured, considered good	-	-
	Doubtful	-	-
	Less: Provision for doubtful debts	-	-
		-	-
(b)	Other Receivables	453.47	2,491.83
	Unsecured, considered good		
	Doubtful		
	Less: Provision for doubtful debts	-79.11	-79.11
		374.36	2,412.72
	Total (a + b)	374.36	2,412.72

- a) Trade receivables are generally due between 30 days to 60 days based on submission and certification of invoices.
- b) Credit risk is managed at client and contract level. At the time of entering into contracts, the credit period is mutually agreed and varies from contract to contract.
- c) The Company has evaluated on contract to contract basis for computing credit loss allowance, if any, for the receivables.
- d) Ageing of Trade receivables as follows:

(₹ in lakhs)

Trade Receivables ageing as on 31st Mar 2026:						
Outstanding for following period from due date of payment						
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables- Considered good	(390.71)	88.75	676.32			374.36
(iv) Disputed trade receivables - Considered good	-	-	-	-	-	-
(v) Undisputed - Doubtful	-	-	-	-	-	-
(vi) Disputed - Doubtful	-	-	-	-	-	-

Trade Receivables ageing as on 31st Mar 2025:						
Outstanding for following period from due date of payment						
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables- Considered good	1,252.00	1,160.72	-	-	-	2,412.72
(iv) Disputed trade receivables - Considered good	-	-	-	-	-	-
(v) Undisputed - Doubtful	-	-	-	-	-	-
(vi) Disputed -Doubtful	-	-	-	-	-	-

Note 11**Cash and Cash equivalents and Bank balances**

		As at	
		31.03.2025	31.03.2025
a)	Cash on hand	4.47	1.13
b)	Current Account balance with Banks	25.11	32.44
	Total	-	33.56
	Restricted balances	29.58	
c)	Margin Money - For Bank Guarantees		-
d)	Margin Money - For Bank Guarantees	-	-
	TOTAL	29.58	33.56

During the year, the Company has not entered into any non-cash transactions on investing and financing activities.

Note 12**Other Financial Assets**

(₹ in lakhs)

		As at	
		31.03.2026	31.03.2025
a)	Deposits	195.39	197.10
		195.39	197.10

Note 13**Other Current Assets**

		As at	
		31.03.2026	31.03.2025
	Loans and Advances to suppliers and subcontractors	1507.16	180.17
	Unbilled Contract in progress	4166.10	1,280.70
	Advance Tax & TDS receivable	105.40	217.14
	Balance with Statutory Authorities	490.02	400.36
	Others	0.32	9.60
		6,269.00	2,087.96

Note 14**Equity Share Capital**

		As at 31.03.2026	As at 31.03.2025
Authorised	Equity Shares		
	5,20,00,000 (31 March 2026 : 5,20,00,000) equity shares of Rs.10 each	5,200.00	4,000.00
Issued		5,200.00	4,000.00
	Equity Shares		
	3,49,27,118 Equity shares of Rs. 10 each	3488.34	3327.73
		3,488.34	3,327.73
Subscribed and Paid Up			
	Equity Shares		
	3,48,83,438 Equity shares of Rs. 10 each	3,488.34	3,323.36
		3,488.34	3,323.36

* Out of the total issued capital, 43,680 equity shares of Rs. 10/-each are held in abeyance.

** 16,49,840 equity shares of Rs. 10/-each was allotted on 08 th May 2025 through preferential allotment.

a. Reconciliation of the number of shares outstanding at the beginning and end of the reporting period;			
Equity Shares		31.03.2026	31.03.2025
	At the beginning of the period	3,32,77,278	3,32,77,278
	Outstanding at the end of the period	3,48,83,438	3,32,77,278
Note: There is a change in Issued and Paid Up share capital during the year. However, Company has obtained Shareholders approval vide Postal Ballot notice dated 27 th March 2025 for the issue of 16,49,840 equity shares on preferential basis.			

(₹ in lakhs)

b. Terms/rights attached to equity shares :

- a. The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.
- b. The dividend, if proposed by the Board of Directors, is subject to approval of the shareholders in the ensuing annual general meeting.
- c. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

STATEMENT OF CHANGES IN EQUITY

(1) Current reporting period				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
33233598	-	33233598	1649840	34883438

(2) Previous reporting period				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
33233598	-	-	-	33233598

Notes forming part of Financial Statements**c. Shares in the company held by each shareholder holding more than 5 percent shares**

S.No	Name of the Shareholder	As at 31.03.2026		As at 31.03.2025		As at 31.03.2024	
1	Mr. Sundeep Anand Jegath Rakshagan	8758261	25.10	8408420	25.30	-	-
2	Accord Distillers & Brewers Private Limited	6458334	18.51	6458334	19.43	-	-
3	Teyro Labs Private Limited	4880370	13.99	4880370	14.69	-	-
4	Jam Hotels and Resorts Private Limited	4623222	13.25	4623222	13.91	-	-

d. Shareholding of Promoters and Promoters group

S.No	Name of the Shareholder	No of shares	% of Total Shares	% of changes during the year
1	Mr. Sundeep Anand Jegath Rakshagan	8758261	25.10	-0.2
2	M/s. Accord Distillers & Brewers Private Limited	6458334	18.51	-0.9
3	M/s. Teyro Labs Private Limited	4880370	13.99	0.7
4	M/s. Jam Hotels and Resorts Private Limited	4623222	13.25	0.66

(₹ in lakhs)

Note 14 a**Other Equity excluding non-controlling interest**

		As at 31.03.26	As at 31.03.25
a)	Capital Reserve	7.24	7.24
b)	General Reserve		
	As Per last Balance Sheet	629.43	629.43
	Add : Transfer from Statement of Profit and Loss	-	-
	Add : Transfer from Investment allowance reserve	-	-
		629.43	629.43
	Investment Allowance Reserve	-	-
c)	Securities Premium Account	2,936.58	2,440.80
d)	Retained earnings :		
	Balance as per last financial statement	-6,011.89	-6,053.38
	Add : Net profit/(Loss) after tax for the year	16.88	41.49
	Appropriations :		
	Less : Transfer to General Reserve	-	-
	Balance available for Appropriation	-5,995.01	-6,011.89
	Total (a+b+c+d)	-2,421.76	-2,934.41
e)	Other Equity		
	Revaluation Gain with tax impact	264.21	236.22
	Other Equity	264.22	236.22
	Total (a+b+c+d+e)	-2,157.54	-2,698.19

Capital Reserve includes the amounts received as Capital subsidy from Government of Tamil Nadu and those arising out of amalgamation in earlier years

General Reserve is a free reserve, retained from Company's profits and can be utilised upon fulfilling certain conditions in accordance with the Companies Act, 2013

Securities Premium account represents the premium received towards allotment of 16,47,390 Rights issue shares in 2008-09 and 2,99,38,818 Rights issue shares in 2013-14, net of utilisation for permitted purposes under Companies Act.

Balance will be utilised in accordance of provisions of Section 52 and Section 68 of the Companies Act.

Balance in Retained earnings, when positive, can be distributed by the Company as dividends to its equity shareholders, in compliance of the Companies Act and depending on the financial position and dividend policy of the Company.

Reserve for equity instruments represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through Other Comprehensive income.

Note: Company allotted 16,49,840 fully paid up equity shares of face value Rs.10/- each at a price of Rs. 40.05/- per share (including premium of Rs. 30.05/- per equity share on a preferential basis)

Annexure forming part of Note 14

(₹ in lakhs)

<u>Promoters' Name</u>	No. of Shares held				Changes during the year	% of Changes during the year
	31st March 2026		31st March 2025			
	No. of Shares	%	No. of Shares	%		
Mr. Sundeep Anand Jegath Rakshagan	8758261	25.10	8408420	25.3	349841	-0.2
Accord Distillers & Brewers Private Limited	6458334	18.51	6458334	19.43	-	-0.9
Teyro Labs Private Limited	4880370	13.99	4880370	14.69	0	-0.7
Jam Hotels and Resorts Private Limited	4623222	13.25	4623222	13.91	0	-0.7
Total			24370346	73.33	349841	-2.48

Note 15**Preference Capital**

	As at 31.03.2026	As at 31.03.2025
Authorised		
2,00,00,000 (31 March 2026 : 2,00,00,000) preference shares of Rs.10 each	2,000.00	3,200.00
Issued		
Preference Shares of Rs. 10 each issued on Preferential basis	-	-
Subscribed and Paid Up		
Preference Shares of Rs. 10 each issued on Preferential basis	-	-

a. Reconciliation of the number of shares outstanding at the beginning and end of the reporting period;

<u>At the beginning of the period</u>	-	-
<u>Issued during the period</u>	-	-
<u>Redeemed during the period</u>	-	-
<u>Outstanding at the end of the period</u>	-	-

Note 16**Long Term Borrowings**

	As at 31.03.2026	As at 31.03.2025
Secured		
Term Loan from Non Banking Financial Institution (Secured by charge on the PPE Assets of the Company)	-	-
Unsecured		
Term Loan from Bank - (Secured by charge on the PPE Assets of the Company)	0.00	125.00
Term Loan from Others	995.00	995.00
	995.00	1,120.00

(₹ in lakhs)

Note 17**Other Financial Liabilities**

	As at 31.03.2026	As at 31.03.2025
Liability towards fixed dividend on Preference Shares	-	-
	-	-

Note 18**Long Term Provisions**

	As at 31.03.2026	As at 31.03.2025
a) Provision for Employee benefits	94.83	87.87
b) Provision for taxation	-	-
	94.83	87.87

The movement in provision for employee benefits reflects the net additional provision made/settlements during the respective periods

Note 19**Short Term Borrowings**

	As at 31.03.2026	As at 31.03.2025
a) Cash Credit from Banks	762.54	804.34
b) Working Capital Loan from Banking Institution (Secured against charge on the present and future current assets)	-	-
c) Short term loan from Non Banking Financial Company (Secured against charge on the present and future current assets of Property Development Business)	-	-
d) Current maturities of long term borrowings		
UnSecured		
e) Unsecured Loans -Others	275.00	335.00
	1,037.54	1,139.34

Note 20**Trade Payables**

	As at 31.03.2026	As at 31.03.2025
For Goods and Services		
a) Dues of Micro Enterprises and Small Enterprises (Note 31)	761.27	566.42
b) Dues of Others	2,023.78	2,281.22
	2,785.05	2,847.64

(₹ in lakhs)

a) Ageing of Trade Payable as follows:

Outstanding for following periods from due date of payment					
Particulars	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	Total
As at March 31, 2026					
(i) MSME - Undisputed	341.56	176.89	209.71	33.11	761.27
(ii) Others - Undisputed	351.23	295.43	736.02	641.10	2,023.78
(iii) MSME - Disputed	-	-	-	-	-
(iv) Others- Disputed	-	-	-	-	-

Outstanding for following periods from due date of payment					
Particulars	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	Total
As at March 31, 2025					
(i) MSME - Undisputed	227.41	314.46	19.68	4.87	566.42
(ii) Others - Undisputed	554.55	1,172.82	430.41	123.44	2,281.22
(iii) MSME - Disputed	-	-	-	-	-
(iv) Others- Disputed	-	-	-	-	-

Note 21**Other Financial Liabilities**

		As at 31.03.2026	As at 31.03.2025
Secured			
a)	Current maturities of long term borrowings	-	-
Unsecured			
a)	Outstanding Liabilities	-12.59	70.06
b)	Interest Payable	382.80	223.92
c)	Provision for Employee Benefits	112.46	90.41
d)	Other payables including provisions	2,887.06	1,257.73
		3,369.73	1,642.11

(₹ in lakhs)

Note 22**Other Current Liabilities**

			As at 31.03.2026	As at 31.03.2025
	a)	Advance from customers-PDD	-	-
	b)	Advance from Customers	34.104	145.449
	c)	Statutory Liabilities	57.06	11.80
	d)	Other Statutory Liabilities (Dr.)	0.00	-
	e)	New Share Allotttees	0.00	-
			91.15	157.25

Note 23**Revenue from Operations**

			For the year ended	
			31.03.2026	31.03.2025
		Sale of Services		
	a)	Proceeds on contract	4,189.21	2,956.86
	b)	Gain from Sale of Fixed Assets	78.64	89.54
		Other Operating revenues		
	c)	Scrap and Sundry Sales	42.75	82.49
	d)	Sale of Construction Materials	-1.77	-
			4,308.84	3,128.89

Note 24**Other Income**

			For the year ended	
			31.03.2025	31.03.2025
	a)	Interest Income	13.88	1.82
	b)	Miscellaneous receipts	2.42	0.06
			16.30	1.88

Note 25**Materials consumed**

			For the year ended	
			31.03.2026	31.03.2025
	a)	Opening stock of Raw Materials	108.78	353.69
	b)	Add: Purchases	650.91	503.53
			759.69	857.22
	c)	Less: Closing stock of Raw Materials	162.54	108.78
			597.14	748.44

Note 26

Changes in Inventories

(₹ in lakhs)

			For the year ended	
			31.03.2026	31.03.2025
a)	Opening stock of			
	Work-in-progress		903.75	903.75
	Finished goods		-	-
b)	Purchase			
c)	Closing stock of			
	Work-in-progress		903.75	903.75
	Finished goods		-	-
	(Increase)/ Decrease		-	-

Sub-contracting Expenses

			For the year ended	
			31.03.2026	31.03.2025
a)	Sub-contracting Expenses		2637.00	711.20
b)	Site Labour Charges (NMR)		16.30	45.55
	(Increase)/ Decrease		2653.30	756.75

Note 27

Employee Benefit Expenses

			For the year ended	
			31.03.2026	31.03.2025
a)	Salaries, wages and bonus		324.42	538.28
b)	Contribution to provident and other funds		17.78	128.66
c)	Staff welfare expenses		25.69	23.62
			367.89	690.56

Note 28

Finance Cost

			For the year ended	
			31.03.2025	31.03.2025
a)	Interest expenses		308.02	299.07
b)	Fixed dividend on Preference Shares		-	-
c)	Processing fees and others		0.00	0.00
			308.02	299.07

Note 29**Other Expenses**

(₹ in lakhs)

			For the year ended	
			31.03.2026	31.03.2025
	a)	Transport & freight	-8.30	56.89
	b)	Power & fuel	14.18	16.31
	c)	Rent	74.25	83.47
	d)	Rates and taxes	12.28	41.95
	e)	Repairs and maintenance		
		- Buildings		
		- Plant and Machinery	0.85	1.90
		- Others	14.12	12.66
	f)	Plant hire charges	(5.19)	84.07
	g)	Insurance	7.65	25.45
	h)	Professional and consultancy charges	50.04	99.80
	i)	Travelling expenses	25.95	49.62
	j)	Communication and Postage expenses	(7.20)	32.10
	k)	Security & Watchward	28.22	47.02
	l)	Advertisement, Exhibition and Sales Promotion expenses	6.31	11.48
	m)	Printing and Stationery	0.459	0.80
	n)	Bank Charges	8.87	8.75
	o)	Payment to Auditors (see Note 32)	12.31	8.85
	p)	Directors Sitting Fees	10.10	12.25
	q)	Miscellaneous expenses	0.17	3.64
	r)	Bad Debts	0.00	25.92
			245.09	622.92

Note 30

		March 31, 2026	March 31, 2025
Contingent liability			
a)	Kerala VAT for 2011-12 - tax on disputed turnover and interest thereon (Rs 0.66 Lacs paid, appeal filed)	5.60	5.60
b)	<u>GST - Odisha</u>	5.43	5.43
Interest for the TRAN 1 credit reversal. The Deputy Commissioner of CT & GST Ganjam- 2 circle Odisha issued a show cause notice for Rs. 5.43 lakhs on 25.10.2021 with the order passed on 10.12.2021 and after the appeal was dismissed on 28.06.2023, a further appeal to the appellate tribunal yet to be filed as Tribunal is not formed.			

(₹ in lakhs)

		March 31, 2026	March 31, 2025
c)	Suit filed by the Vendor in the court of Telangana USR No. WPUSR84448/2023 Filing Date 30/08/2023 Status : Pending for Scrutiny	52.01	52.01
d)	<u>TN / GST - FY 2017-18</u> On 30/12/2023, the Deputy Commercial Tax Officer, TN issued an order for Rs. 5.65 lakhs under section 73 of the TNGST 2017 for excess ITC claimed under reverse charge mechanism, with an appeal filed on 01/03/2024 Appeal to Appellate Authority is filed against the proceedings of the Deputy State Tax Officer (ST) on 01/03/2024. Hearing appeared on 15.03.2024. Adjournment requested and waiting for next hearing.	5.65	5.65
e)	<u>TN / GST - FY 2018-19</u> On 29/04/2024, the Deputy Commercial Tax Officer, TN , issued an order for Rs. 55.66 lakhs under section 73 of the TNGST 2017 for ITC discrepancies, with an appeal yet to be filed. Request for rectification order filed on 17.07.2024 with the details of ITC reconciliation. Appeal against the order has been filed on 22/01/25	55.66	55.66
f)	<u>AP / GST - FY 2017-18</u> On 29/12/2023, the Assistant Commissioner (ST) Andhra Pradesh, issued an order for Rs. 24.10 lakhs under section 73 of the APGST Act 2017 due to ITC mismatches, with an appeal filed on 26/03/2024 Appellate authority has confirmed the order. Predeposited the tax due Rs. 4,41,092/- Appeal to Appellate Authorities filed on 26/03/2024 against order dated 29/12/2023 which stands dismissed and appeal order is passed on 10/07/2024, an appeal to the Appellate Tribunal I yet to be filed as Tribunal I is not formed.	24.10	24.10
g)	<u>AP / GST - FY 2018-19</u> On 23/04/2024, The Assistant Commissioner(ST), Visakhapatnam, issued a rectification order under section 161 of SGST and CGST Acts for Rs. 96.52 lakhs, with Rs. 1.48 lakhs already paid, and an appeal is pending. Assistant Commissioner (ST) on 22.07.2024.	96.52	96.52
h)	<u>AP / GST - FY 2019-20</u> On 10/05/2024 the Assistant Commissioner (ST), Visakhapatnam issued an order for Rs. 3.86 lakhs under Section 73 APGST Act 2017 for ITC discrepancy, with an appeal still pending. Appeal to Appellate Authority is under progress against the proceedings of the Assistant Commissioner(ST)	3.86	3.86
i)	<u>AP / GST - FY 2020-21</u> On 09/05/2024 , Assistant Commissioner (ST), Visakhapatnam issued an order for Rs. 7.57 lakhs under Section 73 AP GST Act 2017 for ITC discrepancies, with an appeal yet to be filed. Appeal to Appellate Authority is under progress against the proceedings of the Assistant Commissioner (ST)	7.57	7.57

(₹ in lakhs)

		March 31, 2026	March 31, 2025
j)	<u>AP / GST - FY 2021-22</u> On 09/05/2024, the Assistant Commisuiouer (ST), Visakhapatnam issued an order order under section 73 APGST Act 2017 for Rs. 1.48 lakhs concerning ITC discrepancies between GSTR 2A and GSTR 3b . An appeal against this order is pending. Appeal to Appellate Authority is yet to be filed against the proceedings of the Assistant Commissioner (ST) Appeared on 20/09/24 . Awaiting for next hearing	1.48	1.48
k)	TN / GST -FY 2020 -21 Order under sec 73 Appeal filed with Deputy Commissioner (CT) on 26/11/2024. Pending further submission during personal hearings, Vakalath to be changed Appeal filed was admitted on 28/02/2025	85.13	85.13
l)	TN / GST - FY 2020 -21 Order under Sec 73 Appeal filed on 23/5/2025 waiting for personal hearing. Appeal has been admitted on 02/06/2025	54.72	54.72
m)	TE-GST-FY 2020-21 Appeal filed on 29.04.2025 DRC07 Order Dt. 25.02.2025 DRC-07 Reference No. ZD360225072970B	9.76	9.76
n)	TN/GST-FY-2021-22 Order Reference No. : ZD330925174213E / 15-09-2025 Rectification of order has been filed on 15/11/2025 with the GST dept. Rectification request rejected by the Assistant Commissioner on 08/01/2026 Appeal filed against the order on 06/04/2026 vide AD330426013960C	156	-
o)	TN/GST-FY-2021-22 DRC 07 ORDER REF No ZD331125474502N DATED 27/11/2025 Appeal filed against the order on 17/02/2026 vide AD3302260396561	12.32	-
p)	KAR -GST-FY 2021-22 DRC-07 ORDER ZD291225247370G dated 31/12/2025 RECTIFICATION OF ORDER has been filed on 10/03/2026 vide ARN: AD290326015161F	921.51	-
		1,497.32	407.49

(₹ in lakhs)

	As at	
	31-Mar-26	31-Mar-25
Note 31		
Principal amount dues to Micro, Small and Medium enterprises in respect of suppliers from whom intimation received on their status under MSME Dev Act, 2006 (Refer Note 20). This is based on information collected by management and relied upon by Auditors	761.27	566.42
Note 32		
Auditor's Remuneration (included in Note 29)		
Statutory audit fees	6.00	6.00
Tax audit fees	1.40	1.50
Other services	4.91	1.00
Out of pocket expenses	0.00	0.35
	12.31	8.85
Note 33		
Turn over		
Contract Revenue	4250.889	3068.4
Service Income	0	0
Scrap & Sundry Sales	74.26	62.37
	4325.146	3130.77
Note 34		
Disclosure relaing to Contracts		
Contract revenue recognised	4250.889	3,048.29
Contract Cost Incurred	3404.152	2,263.60
Advances received	34.10	146.5
Retention	377.201	457.61
Dues from customers	2,885.40	1,280.70

(₹ in lakhs)

	As at	
	31-Mar-26	31-Mar-25
Note 35		
Basic/ Diluted Earning Per Share		
Profit/ Loss attributable to the Equity Shareholders	44.87	277.71
No.of Adjusted Equity Shares Outstanding during the year	3,48,83,438	3,32,33,598
Nominal value of Equity Share (Rs.)	10	10
Basic Earning Per Share(Rs.)	0.00	0.12
Diluted Earning Per Share(Rs.)	0.00	0.12
Note 36		
As the Company's business activity falls within a single significant business segment, viz. "Construction ", no separate segment reporting as per Accounting Standard 108 is disclosed.	-	-
Note 37		
Expenditure in Foreign Currency	-	-

Note 38**Related Party Transactions**

(a) List of Related Parties:	Relationship/ Designation
(i) Name of Company	
* M/s. Silver Sand Beach Resort	Promoter
* M/s. Coral Kalai	Director or his relative is interested
* M/s. Kalaimaran Mannivakkam	Director or his relative is interested
* M/s. SLET-NMCH - Medical College, Hostel and Renovation (Affiliated to Sri Lakshmi Ammal Trust)	Promoter Group
* M/s. Bharath Institute of Higher Education and Research (Affiliated to Sri Lakshmi Ammal Trust)	Promoter Group
* M/s. Bhaarith Medical College and Hospital (Affiliated to Sri Lakshmi Ammal Trust)	Promoter Group
* M/s. Accord Distillers & Brewers Pvt Ltd	Promoter Group
* M/s. Unmai Financial Services Pvt Ltd	Director or his relative is interested
* M/s. Sameera Estates Private Limited	Director or his relative is interested
(ii) Name of Key Managerial Personnel:	
* Mr. Abdul Kader Batcha Babu Ismath Razack	Chief Financial Officer (w.e.f 14 th December 2024)

* Mr. Sethupathy	Chief Operating Officer (w.e.f 4 th December 2024)
* Mrs. Sneha Jain	Company Secretary (w.e.f 31 st January 2025)
* Mr. Perumal S Rajan	Chief Technical Officer (w.e.f 12 th November 2024)
* Mr. Ravichandran Perumal	Chief Financial Officer (Resigned with effect from 15 th November 2024)
* Mr. Anto Abinash E	Company Secretary (Resigned with effect from 31 st October 2024)
* Ms. Akila	Company Secretary (Resigned with effect from 31 st May 2024)
(iii) Name of Directors of the Company:	
* Mr. G V Manimaran	Chairman & Managing Director (with effect from 12 th November 2024)
* Mr. Ennarasu Karunesan	Director (with effect from 12 th November 2024)
* Mr. Baskaran	Director (with effect from 12 th November 2024)
* Mr. Ravi Muthusamy	Independent Director (with effect from 12 th November 2024)
* Mr. Nallusamy Elangovan	Independent Director (with effect from 31 st January 2025)
* Mr. Rajendran Stella Isabella	Independent Director (with effect from 31 st January 2025)
* Mr. Asir Raja Selva	Independent Director (Resigned with effect from 21 st January 2025)
* Mr. Muthaih Nagalingam	Independent Director (Resigned with effect from 21 st January 2025)
* Srinivasan Sridevi	Independent Director (Resigned with effect from 14 th December 2024)
* Mr. Ramkumar	Managing Director (Resigned with effect from 13 th April 2024)
* Mr. Sabaretnam Singaram	Managing Director (Resigned with effect from 25 th October 2024)

(b) Transactions with Related Parties taken place during the year			
Related Parties	Relationship/ Designation	For the year ended	
		Rs. In Lakhs	
(i) Name of Company		31-Mar-26	31-Mar-25
* M/s. Silver Sand Beach Resort	Promoter	800.00	0.00
* M/s. Coral Kalai	Director or his relative is interested	2.80	0.00
* M/s. Kalaimaran Mannivakkam	Director or his relative is interested	12.30	0.00
* M/s. SLET-NMCH - Medical College, Hostel and Renovation (Affiliated to Sri Lakshmi Ammal Trust)	Promoter Group	1567.40	0.00
* M/s. Bharath Institute of Higher Education and Research (Affiliated to Sri Lakshmi Ammal Trust)	Promoter Group	1547.10	200.95
* M/s. Bhaarith Medical College and Hospital (Affiliated to Sri Lakshmi Ammal Trust)	Promoter Group	68.30	813.39
* M/s. Accord Distillers & Brewers Pvt Ltd	Promoter Group	200.00	200.00
* M/s. Unmai Financial Services Pvt Ltd	Director or his relative is interested	275.00	320.00
* M/s. Sameera Estates Private Limited	Director or his relative is interested	0.00	87.40
(ii) Name of Key Managerial Personnel:			
* Mr. Abdul Kader Batcha Babu Ismath Razack	Chief Financial Officer (w.e.f 14 th December 2024)	22.96	8.71
* Mr. Sethupathy	Chief Operating Officer (w.e.f 4 th December 2024)	23.13	8.38
* Mrs. Sneha Jain	Company Secretary (w.e.f 31 st January 2025)	4.20	0.35
* Mr. Perumal S Rajan	Chief Technical Officer (w.e.f 12 th November 2024)	21.68	
* Mr. Ravichandran Perumal	Chief Financial Officer (Resigned with effect from 15 th November 2024)	0.00	19.02
* Mr. Anto Abinash E	Company Secretary (Resigned with effect from 31 st October 2024)	0.00	3.56
* Ms. Akila	Company Secretary (Resigned with effect from 31 st May 2024)	0.00	0.50
(iii) Name of Directors of the Company:			
* Mr. G V Manimaran	Chairman & Managing Director (with effect from 12 th November 2024)	1.25	1.0
* Mr. Ennarasu Karunesan	Director (with effect from 12 th November 2024)	1.85	2.05
* Mr. Baskaran	Director (with effect from 12 th November 2024)	1.15	1.05
* Mr. Ravi Muthusamy	Independent Director (with effect from 12 th November 2024)	1.85	1.65
* Mr. Nallusamy Elangovan	Independent Director (wih effect from 31 st January 2025)	2.00	2.00
* Mr. Rajendran Stella Isabella	Independent Director (with effect from 31 st January 2025)	2.00	2.00

* Mr. Asir Raja Selva	Independent Director (Resigned with effect from 21 st January 2025)	0.00	1.35
* Mr. Muthaih Nagalingam	Independent Director (Resigned with effect from 21 st January 2025)	0.00	1.30
* Srinivasan Sridevi	Independent Director (Resigned with effect from 14 th December 2024)	0.00	0.70
* Mr. Sabaretnam Singaram	Managing Director (Resigned with effect from 25 th October 2024	0.00	30.62
(c) Closing Balance		For the year ended 31.03.2026	
* Mr. G V Manimaran	Chairman & Managing Director (with effect from 12 th November 2024)	0.25	
* Mr. Ennarasu Karunesan	Director (with effect from 12 th November 2024)	0.70	
* Mr. Baskaran	Director (with effect from 12 th November 2024)	0.15	
* Mr. Nallusamy Elangovan	Independent Director (wih effect from 31 st January 2025)	0.40	
* Mr. Ravi Muthusamy	Independent Director (with effect from 12 th November 2024)	0.55	
* Mr. Rajendran Stella Isabella	Independent Director (with effect from 31 st January 2025)	0.55	

Note 39

Employee Benefits

a) Defined Contribution plans :

The Company operates defined contribution retirement benefit plans for all qualifying employees. The assets of the plans are held separately from those of the Company under the control of trustees. When any employee leaves the plans before full vesting of contributions, the contributions payable by the Company are reduced by the amount of contributions forfeited by said employee.

Contribution to Provident fund and Other funds under defined contribution plans are as follows : (₹ in lakhs)

	2025-26	2024-25
Amount recognised in Profit and Loss for the year	72.88	52.00

b) Defined benefit plans :

The Company offers funded defined benefit plans for employees. Under the plans, the employees are entitled to post-retirement benefits amounting to 57.69% of last drawn monthly salary for each year of completed service until retirement age or resignation, subject to having specified years of service with the Company. The defined benefit plans are administered by separate funds, independent of the Company.

The above plans expose the Company to actuarial risks such as Investment, Interest rate, salary and longevity risk.

These risks typically arise out of movement in market yields, interest rate movements, rate of increase in salary of participants and their tenure with the Company. Some of the risks are partially offset by counter gains of the fund.

No other Post-retirement benefits are provided to the employees.

The actuarial valuation of the plan assets and present value of defined benefit obligation were carried out as at 31st March, 2026 by a certified actuary of the Institute of Actuaries of India. The present value of defined benefit obligation and the related current service cost and past service cost, were measured using the projected unit credit method.

	31-03-2026	31-03-2025
PRESENT VALUE OF OBLIGATION	62.58	61.88
[GRATUITY WITH NO MONETARY CEILING]		
I. PRINCIPAL ACTUARIAL ASSUMPTIONS [Expressed as weighted averages]		
Discount Rate	7.65%	6.90%
Rate of increase in compensation levels	10.00%	16.00%
Attrition Rate	3.00%	3.00%
Expected rate of return on Plan Assets	6.90%	7.00%
II. CHANGES IN THE PRESENT VALUE OF THE OBLIGATION (PVO)		
PVO as at the beginning of the period	61.88	63.17
Interest Cost	4.27	4.26
Current service cost	7.51	5.25
Past service cost	-	-
Benefits paid and Charges deducted	-	-4.69
Actuarial loss/(gain) on obligation (balancing figure)	-25.82	-6.11
PVO as at the end of the period	82.76	61.88

(₹ in lakhs)

	31-03-2026	31-03-2025
III. CHANGES IN THE FAIR VALUE OF PLAN ASSETS - RECONCILIATION OF OPENING AND CLOSING BALANCES:		
Fair value of plan assets as at the beginning of the period	9.88	11.04
Expected return on plan assets	-	0.71
Contributions	-	3
Benefits paid and Charges deducted	-	-4.69
Actuarial gain/(loss) on plan assets [balancing figure]	-	-0.18
Fair value of plan assets as at the end of the period	9.88	9.88
IV. ACTUAL RETURN ON PLAN ASSETS		
Expected return on plan assets	-	0.71
Actuarial gain (loss) on plan assets	-	-0.18
Actual return on plan assets	-	0.53
V. ACTUARIAL GAINS AND LOSSES RECOGNIZED		
Actuarial gain (loss) for year - obligation	-25.82	-50.29
Actuarial gain (loss) for year - plan assets	0.18	0.18
Subtotal	-25.64	-50.11
Actuarial (gain) / loss recognized	-25.14	-5.92
Unrecognized actuarial gains (losses) at the end of the period	-	-
VI. AMOUNTS RECOGNISED IN THE BALANCE SHEET AND RELATED ANALYSES		
Present value of the obligation	82.76	61.88
Fair value of plan assets	9.88	9.88
Amount determined under para 63 of Ind AS 19	-72.88	-52
Net Defined Benefit Liability recognized in the balance sheet	-72.88	-52
Present value of future reduction in contribution under para 65 of Ind AS 19	-	-
Net Defined Benefit Asset recognised under para 64 of Ind AS 19	-	-
VII. EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT AND LOSS:		
Current service cost	7.51	5.25
Net Interest on Net Defined Benefit Obligations	3.58	3.54
Net actuarial (gain)/loss recognised during the period	-	-
Past service cost	-	-
Expenses recognized in the statement of profit and loss	11.09	8.79
VIII. AMOUNT RECOGNIZED FOR THE CURRENT PERIOD IN THE STATEMENT OF OTHER COMPREHENSIVE INCOME [OCI]		
Actuarial (gain)/loss on Plan Obligations	-25.82	-50.29
Difference between Actual Return and Interest Income on Plan Assets- (gain)/loss	0.68	0.18
Effect of Balance Sheet asset limit	-	-
Amount recognized in OCI for the current period	-25.14	-50.11

(₹ in lakhs)

	31-03-2026	31-03-2025
IX. MOVEMENTS IN THE LIABILITY RECOGNIZED IN THE BALANCE SHEET		
Opening net liability adjusted for effect of balance sheet limit	-52	52.13
Amount recognised in Profit and Loss	-20.88	2.86
Amount recognised in OCI	0	0
Contribution paid	0	-3
Closing net liability	-72.88	52
X. AMOUNT FOR THE CURRENT PERIOD		
Present Value of obligation	82.76	61.88
Plan Assets	-	9.88
Surplus (Deficit)	-	-52
Experience adjustments on plan liabilities -(loss)/gain	-	-0.53
Impact of Change in Assumptions on Plan Liabilities-(loss)/gain		0
Experience adjustments on plan assets -(loss)/gain	-0.18	(0)
XI. MAJOR CATEGORIES OF PLAN ASSETS (AS PERCENTAGE OF TOTAL PLAN ASSETS)		
Government of India Securities	0.00%	0.00%
State Government Securities	0.00%	0.00%
High Quality Corporate Bonds	0.00%	0.00%
Equity shares of listed companies	0.00%	0.00%
Property	0.00%	0.00%
Special Deposit Scheme	0.00%	0.00%
Funds managed by Insurer	100.00%	100.00%
Others (to specify)	0.00%	0.00%
Total	100.00%	100.00%
XII. ENTERPRISE'S BEST ESTIMATE OF CONTRIBUTION DURING NEXT YEAR	NA	NA

Note 40**Financial Instruments****a) Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company's approach on capital management are

- Protecting the ability to continue as a going concern, so that return to shareholders and benefits to other stakeholders can be continuously provided
- Maintain capital structure in such a manner to minimise the weighted average cost of capital

Debt to Equity Ratio

(₹ in lakhs)

Particulars	31.03.2026	31.03.2025
Debt (including Preference Capital)	2,032.54	2,259.34
Equity	1,330.80	625.17
Debt to Equity ratio	1.53	3.61

b) Categories of financial instruments

Particulars	31.03.2026	31.03.2025
i) Financial assets		
Measured at fair value through Profit or Loss (FVTPL) - mandatorily measured	-	-
Measured at Amortised cost		
- cash and bank balances	29.58	33.56
- Other financial assets	570.74	2,610.82
Measured at fair value through Other Comprehensive Income (FVTOCI)		
- Investments in equity instruments designated at initial recognition	-	-
ii) Financial liabilities (including borrowings/preference capital and payables)	7,192.32	5,629.09

c) Financial risk management objectives

Based on the Company's activities, it is exposed to market risk, liquidity risk and credit risk. The following explains the manner in which the Company manages the risk.

- Market risk arising from interest rate movement on long term borrowings are monitored through trend and sensitivity analysis and managed through negotiations
- Liquidity risk on account of borrowings and other liabilities are monitored through cash flow analysis and managed through having adequate sanctioned undrawn funded and non funded facilities. This addresses the financial liabilities portion.
- Credit risk on account of trade receivables and financial assets measured at amortised cost are measured through ageing analysis, counter party risk analysis and financial analysis, managed through review of credit limits, follow up and secured mode of payment.

The risk management is governed by policies established with approval of Board of Directors. This is also reviewed by the Risk Management Committee of the Board and monitored by the senior management on periodic basis.

The Company does not have any risk associated with foreign currency transactions or price risk from current investments.

Fair Value measurements

The Company measures some of the financial assets and liabilities at fair value at the end of the reporting period. The following gives the information on how the fair valuation is done :

Financial assets and financial liabilities	Fair value as at		Fair value
	31.03.2026	31.03.2025	Hierarchy
Investments in quoted/actively traded equity instruments at FVTOCI	-	-	-
Investments in other equity instruments at FVTOCI	-	-	-

There were no changes in the fair value hierarchy levels in the above periods.

(₹ in lakhs)

Fair value of financial assets and financial liabilities that are not measured at fair value , but requiring fair value disclosures

Financial assets held at amortised cost :	Carrying value as at		Fair value Hierarchy
	31.03.2026	31.03.2025	
Non-Current Financial Assets			
Receivables	-	-	Level 2
Current Financial Assets			
Receivables	374.36	2,412.72	Level 2
Deposits	195.39	197.10	Level 3

Non current financial liabilities			
Borrowings	995.00	1,120.00	Level 2
Preference Capital	-	-	Level 2
Other financial liabilities	-	-	Level 2

Current financial liabilities			
Borrowings	1,037.54	1,139.34	Level 2
Trade payables	2,785.05	2,847.64	Level 2
Other financial liabilities	3,369.73	1,642.11	Level 3

NOTE 41

EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the financial year, the Company undertook no certain events impacting its capital structure and financial position:

1. Preferential Issue of Equity Shares

The Company proposed the issue of 66,72,722 equity shares of face value Rs.10 each at a price of Rs. 40.05 per share (including a premium of Rs.30.05 per share) on a preferential basis to certain identified allottees from both Promoter and Non-Promoter groups. The proposal was approved by the shareholders through postal ballot on March 27, 2025, and in-principle approval was received from BSE Limited on April 23,2025. Pursuant to these approvals, the company allotted 16,49,840 equity shares aggregating to Rs. 6,60,76,092 on 8th May 2025, and listing approval for the same was received from BSE Limited on July 16, 2025

2. Sub-division of Preference Shares

The Company approved the sub-division of each preference shares of face value Rs. 100 into ten preference shares of face value Rs. 10 each, to facilitate greater flexibility in capital structuring.

3. Reclassification of Authorised Share Capital

The authorised share capital of the company was reclassified from Rs. 72,00,00,000 dividend into 4,00,00,000 equity shares of Rs. 10 each and 3,20,00,000 preference shares of Rs. 10 each, to Rs 72,00,00,000 dividend into 5,20,00,000 equity shares of Rs. 10 each and 2,00,00,000 preference shares of Rs. 10 each. Accordingly, Clause V of the Memorandum of Association was amended

Note 42

RATIOS:

(₹ in lakhs)

Particulars	Numerator	Denominator	As at 31 Mar- 26	As at 31 Mar- 25	Variance	Reason for variance (where variance>25%
a) Current Ratio	Current Assets	Current Liabilities	109%	99%	10%	
b) Debt-Equity Ratio	Total Debt	Shareholders Equity	6.29	11.19	-490%	Decrease due to increase in equity
c)Debt Service Coverage Ratio	Earning available for debt srvice (PAT+ Depreciation& amortization + Loss on sale of fixed assets+other non cash adjustments + Any non cash operating expenses)	Debt service (Interest & Lease Payments + Principal repayments	-	-	0%	NA
d) Return on Equity Ratio	Profit available for Equity Shareholders(PAT-Preference Dividend)	Average Shareholder's Equity	1.29%	1%	0%	lower GP margin
e)Inventory turnover ratio	COGS or Sales	Average Inventory	4.04	3.1	94%	
f)Trade Receivable turnover ratio	Net credit sales(net of sales returns)	Average accounts receivable	11.55	1.3	1025%	
g) Trade Payable turnover ratio	Net credit purchases(net of purchase returns)	Average trade payables	1.17	1.9	-73%	Purchase has gone up compared to last year
h)Net capital turnover ratio	Net Sales (net of sales)	Working Capital Current Assets- Current Liabilities	6.64	-73.72	8036%	Better compared to last year
i)Net Profit Ratio	PAT	Net Sales (net of sales)	0.00	0.01	-1%	Decrease in Profit
J)Return on Capital Employed	PBIT	Capital employed (Tangible networth+ Total debt+DTL) Tangible Networth = Total assets-Intangible assets- Total liabilities)	-0.004	18%	-18%	Decrease in operating profit margin

NOTE 43

No proceeding has been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

NOTE 44

The Company has not been declared wilful defaulter by any bank or financial institution or any other lender.

NOTE 45

The Company has not had any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956

NOTE 46

There are no charges or satisfaction pending to be registered with Registrar of Companies beyond the statutory time limit

NOTE 47

The Company does not have any layers prescribed under clause (87) of section 2 of the Companies Act, 2013, read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTE 48

The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

NOTE 49

The Company has not traded or invested in Crypto Currency or Virtual Currency during the year.

NOTE 50**Utilisation of borrowed funds and share premium:**

The Company has not advanced or loaned or invested funds to any other person/(s) or entity/(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The Company has not received any fund from any person/(s) or entity/(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

a. Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

NOTE 51

The Company does not have any Core Investment Companies in the group.

NOTE 52

APPROVAL OF FINANCIAL STATEMENTS

The Financial statements were reviewed and recommended by the Audit committee and has been approved by the Board of Directors in their respective meeting held on 25-05-2026

NOTE 53

The company maintains proper books of account as required by the law. The books of account are also electronically maintained by the company. The backup is maintained in servers located in India. The accounting software has the feature of recording audit trail of each and every transaction.

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For CNGSN & Associates LLP
Chartered Accountants
F.R.No.004915S

Sonali Khatod M
Partner
Membership No.254938
UDIN : 26254938TGOEJX6976

Chennai
25th May, 2026

Ennarasu Karunesan
Director
DIN: 00200432

Sneha Jain
Company Secretary

For & on Behalf of the Board

G V Manimaran
Chairman & Managing Director
DIN: 09707546

A K Babu Ismath Razack
Chief Financial Officer

NOTICE OF THE SEVENTY EIGHTH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventy Eighth Annual General Meeting (AGM) of the Members of COROMANDEL ENGINEERING COMPANY LIMITED will be held on Tuesday, the 29th of September 2026 at 02.30 P.M. I.S.T through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

To consider and if deemed fit, to pass, the following resolution as an **Ordinary Resolution**:

To receive, consider and adopt the Board's Report and the Audited Financial Statements of the Company for the financial year ended 31st March 2026 and the Report of the Auditors' thereon.

ITEM NO. 2 –RE-APPOINTMENT OF DR. ENNARASU KARUNESAN (DIN: 00200432) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION:

To consider and if deemed fit, to pass, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 152(6) of the Companies Act, 2013 and Article 17.26 of the Articles of Association of the Company, Dr. Ennarasu Karunesan (DIN: 00200432) who retires by rotation in the Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company liable to retire by rotation.

SPECIAL BUSINESS:

ITEM NO. 3 - TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH SRI LAKSHMI AMMAL EDUCATIONAL TRUST

To consider and if deemed fit, to pass, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the

time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on 'Materiality of Related Party Transactions and on dealing with Related Party Transactions', and all other applicable laws and regulations, each as amended and pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued between / amongst Coromandel Engineering Company Limited ('Company') and/or Sri Lakshmi Ammal Educational Trust ('Trust') along with the educational institutions and organizations affiliated under the said Trust, related party of the Company, on such terms and conditions as may be agreed upon between the Company and/or Company with Trust, for an aggregate value not exceeding ₹ 200,00,00,000/- (Rupees Two Hundred Crores Only) from 78th Annual General Meeting [the date of passing of this resolution] till the date of 79th Annual General Meeting, as per the details set out in the explanatory statement annexed to this notice and subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and/or Trust.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms

and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 4 - TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH UNNMAIL FINANCIAL SERVICES PRIVATE LIMITED

To consider and if deemed fit, to pass, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company's Policy

on 'Materiality of Related Party Transactions and on dealing with Related Party Transactions', and all other applicable laws and regulations, each as amended and pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for entering into and continuing material related party transactions with Unnmail Financial Services Private Limited, a related party, for borrowing/availing of loans or advances in one or more tranches, up to an aggregate amount not exceeding ₹ 10,00,00,000/- (Rupees Ten Crores only) from 78th Annual General Meeting [the date of passing of this resolution] till the date of 79th Annual General Meeting, as per the details set out in the explanatory statement annexed to this notice and subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and the said related party.

RESOLVED FURTHER THAT such borrowing(s)/advances may exceed the threshold of ten percent (10%) or such other limit as may be specified under the SEBI Listing Regulations, of the annual consolidated turnover of the Company, as per the last audited financial statements, and may be treated as material related party transactions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given

their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as

may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

On behalf of the Board

Place: Chennai
Date: 12th August, 2026

G V MANIMARAN
Chairman & Managing Director
DIN: 09707546

NOTES

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("the Act") setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. General instructions for accessing and participating in the 78th AGM through VC Facility and voting through electronic means including remote e-Voting:

The 78th Annual General meeting (AGM) of the company will be held over Video Conferencing ("VC") in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020, Circular no. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated 28th December, 2022, Circular No.9/2023 dated 25th September 2023, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD21/CIR/P/2021/11 dated 15th January, 2021, Circular no. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular no. SEBI/HO/CFD/PoD- 2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 and General Circular No. 03/2025 on September 22, 2025 ("Circulars") in compliance with this Circulars issued by the Securities and Exchange Board of India in this regard. The deemed venue for the 78th AGM shall be the Registered Office of the Company from where the Company Secretary of the Company would be convening and attending the AGM.

Since the AGM is being held over video conferencing where physical attendance of members in any case has been dispensed, a member entitled to attend and vote at the

meeting will not be eligible to appoint proxies to attend the meeting instead of him/her. Accordingly, the proxy form and attendance slip are not attached to this notice and the resultant requirement for submission of proxy forms does not arise.

3. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 22nd September 2026 to Tuesday, 29th September 2026 (both days inclusive), for the purpose of Annual General Meeting.
4. Corporate members intending to attend the Meeting are requested to send to the Company a certified scanned copy of the Board Resolution authorizing their representatives to attend the AGM through VC and vote on its behalf. The said resolution/ authorization shall be sent to the following e-mail address vidhyacsoffice@gmail.com with a copy marked to evoting@kfintech.com.
5. Members may note that the VC Facility provided by KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) allows participation of up to 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 78th AGM without any restriction on account of first-come first- served basis, in accordance with the circulars issued by MCA in this regard.
6. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
8. The register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can send an email for this purpose to cscecl@cec.coromandel-group.com.
9. To facilitate ease of investing for holders of securities in physical form, in line with SEBI circulars, the Company has opened an additional special window for a period of one (1) year, from 5th February 2026 to 4th February 2027, for lodgement of transfer deeds and dematerialisation of physical securities. This window is applicable to physical securities that were sold or purchased prior to 1st April 2019 or were earlier rejected, returned, or left unprocessed due to deficiencies in documentation, procedural requirements, or for any other reason. The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer and such securities shall not be transferred / lien -marked / pledged during the said lock-in period. However, the claimant must have the original security certificate with them and the same should not have been transferred to Investor Education and Protection Fund for any reason.

10. Dispatch of Notice through electronic mode

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited ("KFin"), Registrar and Share Transfer Agent ("RTA") of the Company, National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL")

(collectively referred to as Depositories or NSDL / CDSL) **as at close of business hours on Friday, 28th August 2026, ("cut-off date")**. As per the Circulars, physical copies of the Notice, e-voting forms and pre-paid business reply envelopes are not being sent to Members for this e-voting. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFin hereunder.

Members may note that the Notice will be available on the Company's website <https://coromandelengg.com/annual-report>, website of the Stock Exchanges i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and on the website of KFin at <https://evoting.kfintech.com>.

11. Registration of e-mail ID

- Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:
- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").

Physical mode can register their email ID with the Company or KFin. Requests can be emailed to cscecl@cec.coromandel-group.com or einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI.

12. Members whose names appear in the Register of Members / List of Beneficial Owners as on the **cut-off date** only i.e., **Friday, 18th September 2026** shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

13. Instructions for remote e-voting

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules and General Circular No. 09/2024 dated 19th September, 2024, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India (“SEBI”) (“the Circulars”), as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system (“remote e-voting”) on the e-voting platform is provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
24 th September 2026 @ 09.00 AM	28 th September 2026 @ 05.00 PM

- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Friday, 18th September 2026, i.e., cut-off date**, may cast their vote by remote e-voting.

- v. Mrs. Vidhya Sivakumar, of M/s. Vidhya Associates (M. No. A17092; COP: 7282) is appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of remote e-voting will be final.
- vi. The process and manner for remote e-voting is as under:
 - a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to ‘e-voting Facility Provided by Listed Entities’ (“SEBI e-voting Circular”) the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
 - b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - d. The process and manner of remote e-voting is explained below:

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: - Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. - On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. - After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. - Click on company name i.e. Coromandel Engineering Company Limited or ESP i.e. KFin. - Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. 2. Those not registered under IDeAS: - Visit https://eservices.nsdl.com for registering. - Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-voting website of NSDL https://www.evoting.nsdl.com. - Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. - Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. - After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. - Click on company name i.e Coromandel Engineering Company Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. - Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility: - Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. - Click on New System Myeasi. - Login to Myeasi option under quick login. - Login with the registered user ID and password. - Members will be able to view the e-voting Menu. - The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. User not registered for Easi/ Easiest - Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. - Proceed to complete registration using the DP ID, Client ID (BO ID), etc. - After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL - Visit www.cdslindia.com. - Provide demat account number and PAN. - System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. - After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘XXXXXXXX’ or select KFin. - Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	- Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. - Once logged-in, Members will be able to view e-voting option. - Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. - Click on options available against ‘Coromandel Engineering Company Limited’ or ‘KFin’. - Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘**Coromandel Engineering Company Limited**’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution..

III. Access to KFin e-voting system through KPRISM Mobile Application:

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat , Track general meeting schedules, download ISR forms , view the live streaming of AGM and contact the RTA with service request, grievance, and query.

Continuous innovation is a hallmark of KFIN Technologies Limited. As a responsible partner committed to enhancing user experience, the company has introduced a new feature that allows shareholders to attend the Annual General Meeting (AGM) through the KPRISM mobile application.

Registered users can log in to the KPRISM app and access the live streaming of the AGM hosted on the KFINTECH platform. After logging in, simply tap the three-line menu icon at the top left corner and scroll to Live Streaming.

By clicking on the Live Streaming option, users will be directed to the event selection page. Shareholders listed on the record date can then choose the company whose AGM they wish to join and participate seamlessly in the proceedings.

The link for Kprism is as follows: <https://kprism.kfintech.com/>



General Guidelines for Members:

- i. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com and vidhyacsoffice@gmail.com with the subject line “Coromandel Engineering Company Limited, AGM -29th September 2026”.
- ii. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds 1,000 Crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the company concerned and at an arm's length basis.

In accordance with the SEBI Circulars the approval of the Members of the Company shall be valid upto the date of the 79th AGM from the date of this 78th AGM. The Company shall seek fresh approval of the Members before the expiry of this approval in case of need.

The Related Party Transactions ("RPTs") to be entered by the company in aggregate as set out in this explanatory statement are expected to exceed threshold of material RPTs under Listing Regulations. These transactions are therefore considered as material related party transactions.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details/documents provided by the Management and also of the mandatory disclosure which is required to be made

to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", at its Meeting held on August 12, 2026, reviewed and approved the same, subject to approval of the Members.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on August 12, 2026, approved proposed Related Party Transactions, subject to the approval of the Members. The Audit Committee also reviewed the certificates provided by the Managing Director and CFO, confirming compliance with the RPT Industry Standards. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Given the nature of the industry, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

It is in the above context that, Resolution No(s). 3 is placed for the approval of the Members of the Company. Your Company seeks approval of the Members of the Company in terms of Regulation 23 of the Listing Regulations, by way of passing of an Ordinary Resolution to the aforesaid Material Related Party Transactions from 78th Annual General Meeting [29th September 2026] till the date of 79th Annual General Meeting.

The relevant information pertaining to transactions with Promoter and Promoter Group as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and pursuant to the SEBI Master Circular No. dated November 11, 2024 and October 13, 2025 are as follows::

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93 along with the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions” dated June 26, 2025 (“RPT Industry Standards”) and the same has been annexed below for your reference

ITEM NO. 2: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS UNDER REGULATION 23 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BETWEEN THE COMPANY AND SRI LAKSHMI AMMAL EDUCATIONAL TRUST

A (1). Basic details of the related party

S. No	Particulars of the information	Information provided by the management
1.	Name of the related party	Sri Lakshmi Ammal Educational Trust
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The Sri Lakshmi Ammal Educational Trust (SLAET) is a charitable trust established in 1984 in Chennai, India, that manages multiple higher education institutions and healthcare facilities. The Trust currently runs many institutions of higher learning.

A (2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Mr. Sundeep Anand Jegath Rakshagan, Promoter is trustee and managing the institution. NA NA

S. No.	Particulars of the information	Information provided by the management															
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Indirect holding <table> <tr> <th>S. No.</th><th>Name of the Shareholder</th><th>% of Holding</th></tr> <tr> <td>1.</td><td>Sundeeep Anand Jegath Rakshagan</td><td>25.11</td></tr> <tr> <td>2.</td><td>Accord Distilleries and Breweries Private Limited</td><td>18.51</td></tr> <tr> <td>3.</td><td>Teyro Labs Private Limited</td><td>13.99</td></tr> <tr> <td>4.</td><td>Jam Hotels Private Limited</td><td>13.25</td></tr> </table> Mr. Sundeeep Anand being a Managing Trustee of the RPT and promoter of the company, holds interests in the said transaction.	S. No.	Name of the Shareholder	% of Holding	1.	Sundeeep Anand Jegath Rakshagan	25.11	2.	Accord Distilleries and Breweries Private Limited	18.51	3.	Teyro Labs Private Limited	13.99	4.	Jam Hotels Private Limited	13.25
S. No.	Name of the Shareholder	% of Holding															
1.	Sundeeep Anand Jegath Rakshagan	25.11															
2.	Accord Distilleries and Breweries Private Limited	18.51															
3.	Teyro Labs Private Limited	13.99															
4.	Jam Hotels Private Limited	13.25															

A (3). Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2025 -26 (Amount in Crores)</th></tr> <tr> <td>1.</td><td>Provision of construction services</td><td>31.83</td></tr> </table> Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	S. No.	Nature of Transactions	FY 2025 -26 (Amount in Crores)	1.	Provision of construction services	31.83
S. No.	Nature of Transactions	FY 2025 -26 (Amount in Crores)						
1.	Provision of construction services	31.83						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	14.78						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.	NA						

A (4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	200 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	464.16
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1482.16
6.	Financial performance of the related party for the preceding financial year:	
	Particulars	FY 2024-25 (INR)
	Turnover	13,49,37,86,306
	Profit After Tax	2,08,10,33,678
	Net worth	33,26,04,64,706

A (5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Sale of Services - Construction
2.	Details of each type of the proposed transaction	Provision of construction, infrastructure development, repairs, renovation and allied civil works services by the Company including construction of hostel facilities, repairs and renovation of Hostels, and execution of general civil maintenance and other related works within the Institute campus which are afflicted to under the trust.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	78th AGM to 79th AGM
4.	Whether omnibus approval is being sought?	Yes

S. No.	Particulars of the information	Information provided by the management
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 200 crores (estimated value of new contracts / work orders proposed) 2026-2027 – 60 crores 2027-2028 – 70 crores 2028-2029 – 70crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Company operates in construction industry. The Promoter Group is associated with affiliated initiatives and educational institutions that require the construction of hostels, classrooms, and related infrastructure. This transaction is aligned with the Company's expertise in the construction industry and supports the development of these facilities, thereby contributing to the growth of leveraging the Company's core capabilities.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Mr. Sundeep Anand Jegath Rakshagan, Promoter of the Company is the Managing Trustee of the Trust and managing the institution. Dr Swetha, Director of the Listed Entity is a relative of Mr Sundeep Anand, Managing Trustee.
	a. Name of the director / KMP	Dr Swetha
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the Director or KMP is interested or concerned in the resolution except the above-mentioned Director being relative of the Mr Sundeep Anand, Trustee of the related party.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

B. Basic details of the proposed transaction Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B (1). Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1	Bidding or other process, if any, applied for choosing a party for sale purchase or supply of goods or services.	The proposed sale transactions would be entered on contractual basis. The Services may be rendered, as and when required. Pricing/ transaction cost would be at actual / market rate, subject to arm's-length pricing as required under law.
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2	Basis of determination of price.	For sale of services, Pricing / transaction cost would be at actual / market rate
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable

Item No:4

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds 1,000 Crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the company concerned and at an arm's length basis.

In accordance with the SEBI Circulars the approval of the Members of the Company shall be valid upto the date of the 79th AGM from the date of this 78th AGM. The Company shall seek fresh approval of the Members before the expiry of this approval in case of need.

The Related Party Transactions ("RPTs") to be entered by the company in aggregate as set out in this explanatory statement are expected to exceed threshold of material RPTs under Listing Regulations. These transactions are therefore considered as material related party transactions.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details/documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", at its Meeting held on August 12, 2026, reviewed and approved the same, subject to approval of the Members.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on August 12, 2026, approved proposed Related Party Transactions, subject to the approval of the Members. The Audit Committee also reviewed the certificates provided by the Managing Director and CFO, confirming compliance with the RPT Industry Standards. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Given the nature of the industry, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

It is in the above context that, Resolution No(s). 4 is placed for the approval of the Members of the Company. Your Company seeks approval of the Members of the Company in terms of Regulation 23 of the Listing Regulations, by way of passing of an Ordinary Resolution to the aforesaid Material Related Party Transactions to be entered from 78th Annual General Meeting [29th September 2026] till the date of 79th Annual General Meeting.

The relevant information pertaining to transactions with and a company in which Director or his relative is interested as required under Rule 15 of Companies (Meetings of Board and its Powers)

Rules, 2014, as amended and pursuant to the SEBI Master Circular dated November 11, 2024 and October 13, 2025 are as follows:

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/ CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93 along with the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions” dated June 26, 2025 (“RPT Industry Standards”) and the same has been annexed below for your reference

ITEM NO. 2: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS UNDER REGULATION 23 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BETWEEN THE COMPANY AND UNNMAII FINANCIAL SERVICES PRIVATE LIMITED

A (1). Basic details of the related party

S. No	Particulars of the information	Information provided by the management
1.	Name of the related party	Unnmaii Financial Services Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The company is Primarily engaged in the business of providing loans and advances.

A (2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management						
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	A Private Limited company in which the Managing Director of the Listed Company is a member and relative of Managing Director of the listed company is a Director. NA NA <table border="1"> <tr> <th>S. No.</th><th>Name of the Shareholder</th><th>% of Holding</th></tr> <tr> <td></td><td>Unnmaii Financial services Private Limited</td><td>0.57%</td></tr> </table>	S. No.	Name of the Shareholder	% of Holding		Unnmaii Financial services Private Limited	0.57%
S. No.	Name of the Shareholder	% of Holding						
	Unnmaii Financial services Private Limited	0.57%						

A (3). Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2025 -26 (Amount in Crores)</th></tr> <tr> <td>1.</td><td>Provision of unsecured loan</td><td>2.75</td></tr> </table> Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	S. No.	Nature of Transactions	FY 2025 -26 (Amount in Crores)	1.	Provision of unsecured loan	2.75
S. No.	Nature of Transactions	FY 2025 -26 (Amount in Crores)						
1.	Provision of unsecured loan	2.75						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	-						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year	NA						

A (4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 10 crores								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	23.21								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	2978								
6.	Financial performance of the related party for the preceding financial year: <table><tr><th>Particulars</th><th>FY 2024-25 (INR)</th></tr><tr><td>Turnover</td><td>33,56,896</td></tr><tr><td>Profit After Tax</td><td>20,12,717</td></tr><tr><td>Net worth</td><td>4,00,04,237</td></tr></table>	Particulars	FY 2024-25 (INR)	Turnover	33,56,896	Profit After Tax	20,12,717	Net worth	4,00,04,237	
Particulars	FY 2024-25 (INR)									
Turnover	33,56,896									
Profit After Tax	20,12,717									
Net worth	4,00,04,237									

A (5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To obtain Unsecured loan from the related party.
2.	Details of each type of the proposed transaction	Proposal to obtain unsecured Loan in tranches upto a maximum of Rs.10 Crores during the period starting from the 78 th Annual General Meeting (29 th September 2026) to 79 th Annual General Meeting.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	78 th AGM to 79 th AGM
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and are in the interest of the Company as they facilitate timely availability of funds and credit support for its business operations. The transactions are proposed to be undertaken on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015..
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mr G V Manimaran Managing Director holds 12.82% of shares.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr G V Manimaran Managing Director holds 12.82% of shares. Ms. Kalaiarasi, Relative of MR G V Manimaran holds 2.37% of shares and also a director in the related party
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

B. Basic details of the proposed transaction Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B (1). Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1	Bidding or other process, if any, applied for choosing a party for sale purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	Not Applicable
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable

B (5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

1	Material covenants/ terms/ particulars of the proposed transaction	unsecured Loan in tranches upto a maximum of Rs.10 Crores
2	Interest rate (in terms of numerical value or base rate and applicable spread) Term.	18% p.a
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	18% p.a (Interest)
4	Maturity / due date	Within 12 months from the date of availing.
5	Repayment schedule & terms	Repayable on demand within 12 months from the date of availing
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	For Working capital requirements

Part C: Additional Information		
C (4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	6.29 6.84
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	0 0

FOR & ON BEHALF THE BOARD

Place: Chennai
Date: 12th August, 2026

G V MANIMARAN
CHAIRMAN & MANAGING DIRECTOR
DIN: 09707546

ITEM NO : 2 - DETAILS AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name	DR. ENNARASU KARUNESAN
DIN	00200432
Date of Birth	27/07/1966
Age	60
Nationality	Indian
Date of Appointment	12 th November 2024
Qualification	B.E (Mechanical), MBA, PhD in Maritime Management
Nature of expertise in specific functional area	Dr Ennarasu Karunesan has more than 35 years of Leadership in the Maritime sector, including 25 years as President, Director & CEO, Chief Executive and Chief Advisor in the Global Ports and Logistics system
Disclosure of relationship between Directors inters	Nil
Name of the Listed entities in which the person also holds the Directorship and the membership of committees of the Board along with the listed entities from which the person has resigned in the past three years.	Other Listed Companies: Nil Membership in Committee of Coromandel Engineering Company Limited a. Member of Audit Committee b. Chairman of Stakeholders Relationship Committee c. Member of Technical Committee
Shareholding of Non-Executive Director in the Listed Entity including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	-
Details of Remuneration sought to be paid	No remuneration excepting the sitting fees for attending the meeting of the Directors and Committees
Details of Remuneration last drawn	-
Date of first appointment on the Board	12/11/2024
Number of Equity shares held	0
Number of meetings of the board attended during the year	7
Chairman / Member in committees of Other entities	NIL
Listed Entities from which the Director has resigned in past three years	NIL

Notes

Notes



If undelivered please return to:

COROMANDEL ENGINEERING COMPANY LIMITED

Registered office:

Bascon Futura, No 10/2, Old No.56L, Venkatanarayana Road, T.Nagar, Chennai-600017

Ph.no: 044-25341513 | website:www.coromandelengg.com