



# COCHIN MINERALS AND RUTILE LTD. (100% E. O. U.)

(AN ISO 9001 : 2008 COMPANY)

Regd. Office: P. B. No.73, VIII/224, Market Road, Alwaye-683 101, Kerala, India  
Phone: Off : 0484 - 2626789 (6 Lines) Fact : 0484 - 2532186, 2532207 Fax : 0484-2625674  
E-mail : cmrlexim@cmrlindia.com, cmrlexim@dataone.in CIN: L24299KL1989PLC005452

02020 B/CMRL/2018/011

April 09, 2018

Bombay Stock Exchange Limited,  
Regd. Office : Floor 25,  
P.J. Towers, Dalal Street,  
Mumbai - 400 001.

Ph: 022-2272 1233 / 1234

STOCK CODE - COCHRDM 513353  
DEMATISIN - INE 105D01013


Dear Sir,

Sub: Quarterly compliance Report on Corporate Governance

We are enclosing the Quarterly compliance Report on Corporate Governance under Regulation 27(2) read with Regulation 101(2) of Listing Regulations - 2015 in respect of our company for the quarter ended 31<sup>st</sup> March, 2018.

Thanking you,

Yours faithfully,  
for COCHIN MINERALS AND RUTILE LIMITED,

  
Suresh Kumar P,  
C G M (Finance) & Company Secretary.

Encl: (as above)

31231



GSTIN: 32AABCC1950D1ZD

An Eco-Friendly model company

MSEI Symbol	
Scrip code	513353
NSE Symbol	
MSEI Symbol	
ISIN	INE105D01013
Name of the entity	COCHIN MINERALS AND RUTILE LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable



# Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit, Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit, Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	R K Garg	AEIPG5029D	00644462	Non-Executive - Independent Director	Chairperson	Shareholder Director	14-02-2015		60	1	3	3		
2	Mr	S N SASIDHARAN KARTHA	ALIPS1584Q	00856417	Executive Director	Not Applicable	MD	29-08-2017		36	1	2	0		
3	Mr	SARAN SASIDHARAN KARTHA	BLJPS6432D	02676326	Executive Director	Not Applicable		01-10-2014		60	1	3	0		
4	Mr	G R Warner	AAIPW0577A	01146202	Non-Executive - Independent Director	Not Applicable	Shareholder Director	14-02-2015		60	1	3	0		



# Annexure I

Annexure I to be submitted by listed entity on quarterly basis

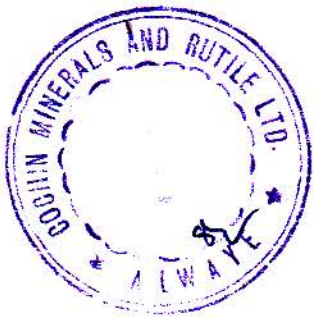
## I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	MATHEW CHERIAN MUNDANICAL	ANKPM18063E	01265695	Non-Executive - Non Independent Director	Not Applicable		22-09-2016			1	1	0		
6	Mrs	Jaya S Kartha	AFUPK4757M	00666957	Non-Executive - Non Independent Director	Not Applicable		22-09-2016			1	1	0		
7	Mr	R Ravichandran	ACTPR7707C	00966758	Non-Executive - Nominee Director	Not Applicable		01-02-2018			1	0	0		
8	Mr	T P Thomaskutty	AATPT4119J	01473957	Non-Executive - Independent Director	Not Applicable		23-05-2015		60	1	0	0		





Annexure I															
Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	A J Pai	AEKPP4111M	00115688	Non-Executive - Independent Director	Not Applicable		07-07-2014		60	1	2	0		
10	Mr	NABIEL MATHEW CHERIAN	ASCP2231P	03619760	Non-Executive - Non Independent Director	Not Applicable		29-08-2017			1	1	0		
11	Mr	Anil Ananda Panicker	AZOPP1082N	05214837	Non-Executive - Non Independent Director	Not Applicable		10-08-2016			1	0	0		



Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No



### Annexure 1

#### IV. Meeting of Committees

##### Disclosure of notes on meeting of committees explanatory

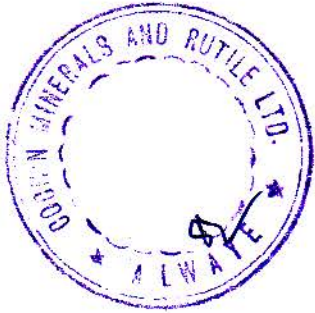
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	07-02-2018	Yes	5	14-11-2017	84	
2	Corporate Social Responsibility Committee	18-03-2018	Yes	3			



**Annexure I**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

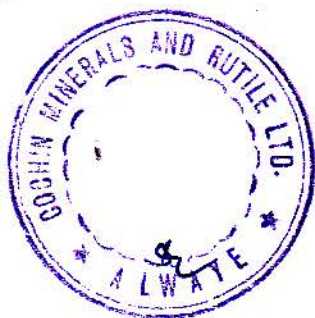




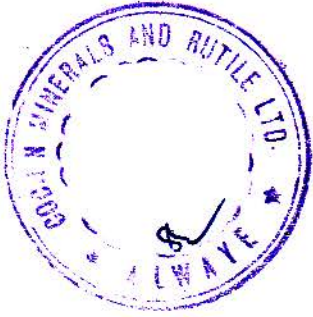
# Annexure 1

## VI. Affirmations

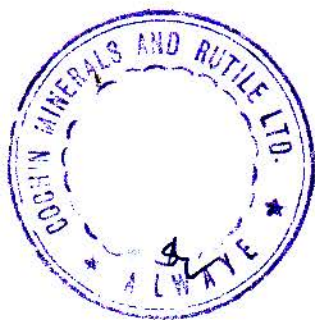
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



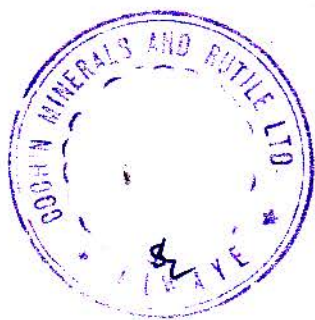
Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Suresh Kumar P
2	Designation	Company Secretary and Compliance Office



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.cmrlindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.cmrlindia.com
3	Composition of various committees of board of directors	Yes		www.cmrlindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.cmrlindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.cmrlindia.com
6	Criteria of making payments to non-executive directors	Yes		www.cmrlindia.com
7	Policy on dealing with related party transactions	Yes		www.cmrlindia.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.cmrlindia.com



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.cmrlindia.com
11	email address for grievance redressal and other relevant details	Yes		www.cmrlindia.com
12	Financial results	Yes		www.cmrlindia.com
13	Shareholding pattern	Yes		www.cmrlindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

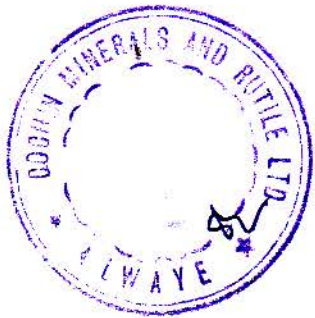




## Annexure II

### II. Annual Affirmations

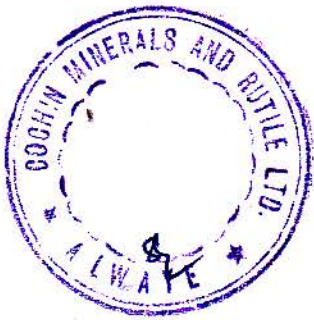
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



**Annexure II**

**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	No
	Any other information to be provided	



Annexure II		
1	Name of signatory	Suresh Kumar P
2	Designation	Company Secretary and Compliance Officer



Signatory Details	
Name of signatory	Suresh Kumar P
Designation of person	Company Secretary and Compliance Officer
Place	Alwaye
Date	06-04-2018

