



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/2018/064

July 12, 2018

B S E Limited,
Regd. Office : Floor 25,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Ph: 022-2272 1233 / 1234

STOCK CODE – COCHRD 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 30th June, 2018.

Thanking you,

Yours faithfully,
for COCHIN MINERALS AND RUTILE LIMITED,

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

Encl: (as above)

31920



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 | 01-04-2018 |
| Date of end of financial year | 31-03-2019 |
| Reporting Quarter | Quarterly |
| Date of Report | 30-06-2018 |
| Risk management committee | Not Applicable |



Annexure I

Annexure I to be submitted by listed entity on quarterly basis

L. 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

| 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 (x) 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 PAN | Notes for 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 | Mr. Saran Sasidharan Kartha | BLJPS6432D | 02676326 | Executive Director | Not Applicable | | 01-10-2014 | | 60 | 1 | 3 | 0 | | |
| 4 | Mr | G R Warriar | 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 | DEN | 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 | ANKPM8063E | 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 | Mr. R Ravichandran | ACTPR7707C | 00968758 | 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 | ASCPC2231P | 03619760 | Non-Executive - Non Independent Director | Not Applicable | | 29-08-2017 | | | 1 | 1 | 0 | | |
| 11 | Mr | Mr. Anil Ananda Panicker | AZQPP1082N | 05214837 | Non-Executive - Non Independent Director | Not Applicable | | 10-08-2016 | | | 1 | 0 | 0 | | |



| Audit Committee Details | | | | | |
|-------------------------|------------|-----------------------------|--------------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00644462 | Mr. Ram Kanwar Garg | Non-Executive - Independent Director | Chairperson | |
| 2 | 00856417 | Dr. S N Sasidharan Kartha | Executive Director | Member | |
| 3 | 02676326 | Mr. Saran Sasidharan Kartha | Executive Director | Member | |
| 4 | 01146202 | Mr. G R Warriar | Non-Executive - Independent Director | Member | |
| 5 | 00115688 | Mr. A Janardhana Pai | Non-Executive - Independent Director | Member | |



| Nomination and remuneration committee | | | | | |
|---------------------------------------|------------|---------------------------|--------------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00644462 | Mr. Ram Kanwar Garg | Non-Executive - Independent Director | Chairperson | |
| 2 | 01146202 | Mr. G R Warriar | Non-Executive - Independent Director | Member | |
| 3 | 00115688 | Mr. A J Pai | Non-Executive - Independent Director | Member | |



| Stakeholders Relationship Committee | | | | | |
|-------------------------------------|------------|---------------------------|--|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00644462 | Mr. Ram Kanwar Garg | Non-Executive - Independent Director | Chairperson | |
| 2 | 01265695 | Mr. Mathew M Cherian | Non-Executive - Non Independent Director | Member | |
| 3 | 00666957 | Mrs. Jaya S Kartha | Non-Executive - Non Independent Director | Member | |
| 4 | 03619760 | Mr Nabel Mathew Cherian | Non-Executive - Non Independent Director | Member | |



| Corporate Social Responsibility Committee | | | | | |
|---|------------|-----------------------------|--|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00856417 | Dr. S N Sasidharan Kartha | Executive Director | Chairperson | |
| 2 | 02676326 | Mr. Saran Sasidharan Kartha | Executive Director | Member | |
| 3 | 01146202 | Mr. G R Warriar | Non-Executive - Non Independent Director | Member | |



| Annexure 1 | | | |
|--|---|--|---|
| Annexure 1 | | | |
| III. Meeting of Board of Directors | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1 | 07-02-2018 | | |
| 2 | | 29-05-2018 | 110 |



| Annexure I | | | | | | | |
|--|-------------------|---|--|---------------------------|---|--|-------------------------|
| IV. Meeting of Committees | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | Name of other committee |
| 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) | |
| 1 | Audit Committee | 29-05-2018 | Yes | 5 | 07-02-2018 | 110 | |



| Annexure 1 | | | |
|-------------------------------|--|----------------------------------|--|
| 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 |

