



COCHIN MINERALS AND RUTILE LTD. (100% E. O. U.)
(AN ISO 9001 : 2015 COMPANY)

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02020B/CMRL/2020/669

July 29, 2020

Bombay Stock Exchange Ltd ,
Regd. Office : Floor 25
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Ph. (91-22) 2272 1233

STOCK CODE – COCHRDM 513353
DEMATISIN - INE 105D01013

Dear Sirs,

Sub : Annual Secretarial Compliance Report (2019-20) as per SEBI Regulation

Please find attached Annual Secretarial Compliance Report for the financial year ended 31.03.2020.

Thanking you,

Yours faithfully,
for COCHIN MINERALS AND RUTILE LIMITED,

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



GSTIN: 32AABCC1950D1ZD

An Eco-Friendly model company

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**SECRETARIAL COMPLIANCE REPORT OF COCHIN MINERALS AND RUTILE
LIMITED FOR THE YEAR ENDED 31.03.2020.**

I, **K P Thomas**, Practicing Company Secretary, Proprietor of K P Thomas & Co. have examined:

- (a) All the documents and records made available to us and explanation provided by **COCHIN MINERALS AND RUTILE LIMITED (the listed entity)**
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity and
- (d) Website of the Bombay Stock Exchange and the website of the Ministry of Corporate Affairs.

for the year ended 31.03.2020 in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - *Not applicable during the period under review.*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- *Not applicable during the period under review*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;- *Not applicable during the period under review.*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable during the period under review.*



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - *Not applicable during the period under review*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - Violation of Insider Trading Regulations as applicability senior management personal. The matter was taken up by the board/audit committee in the meeting held on 04.02.2020. The matter was further deferred by the board till the next board meeting (23.06.2020) for due consideration of the final findings by the committee. The matter is still pending.
- (i) Other regulations as applicable – The Depositories Act and circulars/ guidelines issued thereunder;
- and based on the above examination, I hereby report that, during the Review Period:
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE	Regulation 29(2) / 29(3) Delay in furnishing prior intimation about the meeting of the board of directors for interim dividend.	BSE vide letter dated 11.03.2020 pointed out the delay in filing prior intimation of meeting of board of directors for interim dividend within the timeline specified in regulation 29 (2) / 29 (3)	The entity has filed a reply dated 05.02.2020 along with details of remittance of fine imposed by BSE (Rs.11800/- vide RTGS date 18.03.2020 of transfer also)



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the previous financial years	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 18(1) – discrepancy in constitution of audit committee.	The listed entity vide letter dated 09.11.2018 submitted to BSE that in fact the constitution of the committee was in compliance of the Regulation and therefore requested for waiver of the penalty. We are informed that the entity did not receive any further communication from BSE in this regard, inspite of their reminders. The entity also reconstituted the committee subsequently, taking the BSE letter into consideration.	The entity is in the opinion that no further actions required.	Company is in the opinion that BSE has waived off since there is no response from BSE. The entity also reconstituted the committee subsequently taking the BSE letter into consideration.
2	Regulation 27(2) – discrepancy in the Corporate Governance Report	The entity uploaded the rectified/revised report on 29.01.2019 and intimated BSE accordingly.	The entity has uploaded rectified report	Complied with Regulation 27(2)

Place: Ernakulam

Date: 30.06.2020



For K. P. THOMAS & CO.
Company Secretaries

[Handwritten Signature]

K. P. Thomas
FCS 2134, CP 8886, PR 2015/264

UDIN No. F002134B000400125