



**COCHIN MINERALS AND RUTILE LTD. (100% E.O.U.)**  
 AN ISO 9001 : 2015 COMPANY AN ECO-FRIENDLY MODEL COMPANY

Regd. Off: 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  
 Web : www.cmrlindia.com E-mail : cmrlexim@cmrlindia.com, cmrlexim@dataone.in



INDIA'S MOST TRUSTED COMPANY



2004 - FIRST PRIZE  
2007 - FIRST PRIZE



2000 - 2001  
2001 - 2002  
2003 - 2004



MEDIUM FACTORIES  
2009 - FIRST PRIZE

02020B/CMRL/2022/042

September 1, 2022

B S E Ltd,  
 Regd. Office: Floor 25  
 Phiroze Jeejeebhoy Towers,  
 Dalal Street,  
 Mumbai - 400 001.

STOCK CODE - COCHRDM 513353  
 DEMATISIN - INE 105D01013

Dear Sir/Madam,

Sub: Proceedings of 33<sup>rd</sup> Annual General Meeting ("AGM") as per Regulation 30, Part A of Schedule - III - reg.

Pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed Proceedings of 33<sup>rd</sup> Annual General Meeting (AGM) of the Company, held on Thursday, September 1, 2022 at 11.30 A.M through Video Conferencing / Other Audio Visual Means (OAVM).

You are requested to take the aforesaid document on record.

Thanking you,

Yours faithfully,  
 for COCHIN MINERALS AND RUTILE LIMITED,

*P. Suresh Kumar*

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



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INDIA'S MOST TRUSTED COMPANY

## Proceedings of the 33<sup>rd</sup> Annual General Meeting of the members of Cochin Minerals and Rutile Limited held on 1<sup>st</sup> September, 2022 at 11.30 A.M through Video Conferencing/ Other Audio Visual Means.



1. Members Present: 98 members holding in aggregate 34,45,680 equity shares constituting 44 % of the paid up equity share capital of the Company were present through VC / OAVM.

2. Directors Present: The following Directors were present through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

- |                               |   |                         |
|-------------------------------|---|-------------------------|
| 1) Shri. R K Garg             | - | Chairman                |
| 2) Dr. S N Sasidharan Kartha  | - | Managing Director       |
| 3) Shri. Saran S Kartha       | - | Joint Managing Director |
| 4) Shri. Mathew M Cherian     | - | Director                |
| 5) Shri. G R Warriar          | - | Director                |
| 6) Smt. Jaya S Kartha         | - | Director                |
| 7) Shri. T P Thomaskutty      | - | Director                |
| 8) Shri. Anil Ananda Panicker | - | Director                |
| 9) Shri. Nabel Mathew Cherian | - | Director                |

### In Attendance:

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

Mr. Muralee Krishnan A.K, M/s. A. K Muralee & Co, Statutory Auditor, Mrs. Malathy N, Partner, M/s. MOHANS & Associates, Company Secretaries, as Scrutinizer and Mr. Jayakumar, SKDC consultants Ltd. for the 33<sup>rd</sup> AGM were also present through VC / OAVM.

3. Chairman : Shri. R.K Garg, Chairman presided over the meeting.





**4. Welcome:**

After verifying the quorum, the Chairman welcomed the members to the 33<sup>rd</sup> Annual General Meeting of the Company and called the meeting to order.

**5. Chairman's Speech**

Before considering any item of agenda, the Chairman stated that all efforts feasible under the circumstances have indeed been made by the company to enable members to participate and vote on the items being considered in the meeting and the same will be recorded.

Addressing the members, the Chairman briefly talked about the performance and other matters concerning the working of the Company.

The meeting then proceeded to transact the business as per agenda, in the notice, as follows:

**ORDINARY BUSINESS**

**Item No. 1 : Adoption of Accounts**

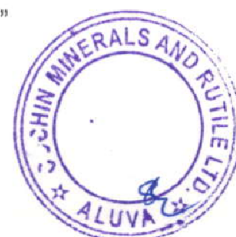
With the permission of members, the notice convening the 33<sup>rd</sup> Annual General Meeting together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2022 and the Auditors' Report and Directors' Report thereon as circulated among the members were taken as read. Company Secretary read out the following ordinary resolution in this regard:-

**"RESOLVED THAT** the Balance Sheet as at and Profit & Loss Account for the year ended 31<sup>st</sup> March 2022, the Directors' and Auditors' Report thereon be are hereby received and adopted".

The company secretary then briefly explained about the following other items of the agenda and the resolutions which would be put to vote, as per the notice of the meeting:

**Item No.2 : Declaration of Dividend**

**"RESOLVED** that pursuant to the recommendation of the Board of Directors, a dividend of 15% (Rupee 1.50/-) per equity share of Rs.10/- paid up be and is hereby declared out of the surplus in the Profit and Loss Account."



**Item No. 3 : Appointment of Directors**

**Re-appointment of Shri. Mathew M. Cherian (DIN: 01265695) – Ordinary resolution**

“RESOLVED that the retiring Director Shri. Mathew M. Cherian (DIN: 01265695), be and is hereby re-appointed as Director of the Company subject to retirement by rotation.”

**Item No.4 Appointment of Directors**

**Re-appointment of Smt. Jaya S. Kartha (DIN: 00666957) – Ordinary resolution**

“RESOLVED that the retiring Director Smt. Jaya S. Kartha (DIN: 00666957), be and is hereby re-appointed as Director of the Company subject to retirement by rotation.”

**Item No.5- Appointment of Auditors – Ordinary resolution**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Mr. Saghesh Kumar K. A (Membership No.211340), Chartered Accountant, VII/178(23), Kalathil Complex, Palace Road, Aluva – 683101, be and is hereby appointed as Auditor of the Company, in place of M/s. A. K. Muralee & Co., Chartered Accountants, Edappally, who has retired in terms of Sec. 139(2) of the Companies Act, 2013, to hold office for a period of 5 (Five) years from the conclusion of this Annual General Meeting until the conclusion of Thirty eighth Annual General Meeting to be held in the year 2027, on a remuneration to be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS**

**Item No.6: Approval for Continuation of Dr. S.N. Sasidharan Kartha (DIN: 00856417) as Managing Director upon attaining age of Seventy years. –Special Resolution**

“RESOLVED THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Managing Director by Dr. S.N. Sasidharan Kartha (DIN:





00856417) upon attaining the age of 70 (Seventy) years on 9<sup>th</sup> December, 2022, on such terms and conditions including remuneration as set out in the Special Resolution passed by the shareholders at the 31<sup>st</sup> Annual General Meeting held on 28<sup>th</sup> September, 2020.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds and things as it may consider necessary or expedient to give effect to this resolution.”

**Item No.7: Re-appointment of Joint Managing Director – Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with schedule V and other applicable provisions, if any, of the Companies Act 2013, including any statutory modifications or re-enactments thereof for the time being in force, the consent of the Company be and is hereby accorded for the re-appointment of Shri. Saran S. Kartha (DIN: 02676326) as Joint Managing Director of the Company to hold office for a further period of 3 (Three) years effective from 1<sup>st</sup> October, 2022, on the following terms and conditions.”

Subject to the provisions of Sections 197 and 198 of the Companies Act 2013 read with Schedule V to the said Act, in financial years where profits are adequate, the Company may pay a remuneration by way of salary, perquisites, dearness allowance, commission and other allowances together not exceeding 5 (five) percent of the net profits of the Company and, in financial years where the Company has no profits or the profits are inadequate, the Company may pay remuneration by way of salary not exceeding Rs.15.00 lakhs per month and perquisite and allowances by way of contribution to PF at 12% of salary, gratuity at 15 days salary per completed year of service for the whole period of his continuous service with the company, leave encashment and other perquisites/allowances, if any, as per Rules of the Company, as minimum remuneration as per Schedule V to the Companies Act 2013 or any statutory modifications or re-enactments thereof for the time being in force.

**6. Voting**

The chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, e-voting facility was provided to all the members of the



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company through the e-voting portal of CDSL and that the company had appointed M/s. SKDC Consultants Ltd, as the Registrars and Transfer agents and Mrs. Malathy. N, Partner, MOHANS & Associates, Company Secretaries, as the Scrutinizer. The remote e-voting facility was open from 9.00 A.M on 29.08.2022 to 5.00 P. M on 31.08.2022. Voting module was kept open during the time of the AGM to enable those members, who had not exercised their voting rights through remote e-voting, to cast their votes.

### 7. **Vote of thanks**

Thereafter, the Managing Director addressed the shareholders and briefed about the performance of the company for the financial year 2021-22 and the performance of the company for the first quarter of the financial year. He explained current market scenario of the titanium industry. He also proposed a formal vote of thanks to the Chairman, Directors, shareholders and others who attended the AGM.

After completion of all deliberations, the voting module was extended for another 15 minutes to enable the members to cast their votes.

The meeting concluded at about 12.15 P.M.

This is for your information and records.

For COCHIN MINERALS AND RUTILE LIMITED,



Suresh Kumar.P,  
C G M (Finance) & Company Secretary  
(ACS: 4567)

