



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
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MEDIUM FACTORIES
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02020B/CMRL/2020/081

September 29, 2020

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

STOCK CODE - COCHRDM 513353
DEMATISIN - INE 105D01013

Dear Sirs,

Sub: Proceedings of 31st 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 enclosed the proceedings of 31st Annual General Meeting (AGM) of the Company, held on Monday, September 28, 2020, at 12.00 Noon, 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,

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

31492



CERTIFIED
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FERRIC & FERROUS CHLORIDE



Proceedings of the 31st Annual General Meeting of the members of Cochin Minerals and Rutile Limited held on 28th September, 2020 at 12.00 Noon through Video Conferencing/ Other Audio Visual Means.

1. Members Present : 109 members holding in aggregate 43,78,448 equity shares constituting 56 % 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 (OA VM)

- | | |
|---------------------------------|---------------------------|
| 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. Achutha Janardhana Pai | - Director |
| 6) Shri. G R Warriar | - Director |
| 7) Smt. Jaya S Kartha | - Director |
| 8) Shri. T P Thomaskutty | - Director |
| 9) Shri. R Ravichandran | - Director |
| 10) Shri. Anil Ananda Panicker | - Director |
| 11) Shri. Nabel Mathew Cherian | - Director |

In Attendance:

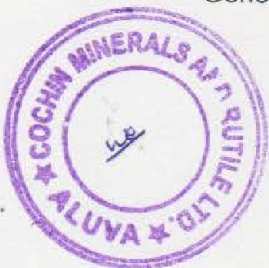
Mr. Suresh Kumar P - C G M (Finance) & Company Secretary

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. K Narendra and Mr. Jayakumar , SKDC consultants Ltd. for the 31st 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 31st 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.

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 31st Annual General Meeting together with the Audited Accounts of the Company for the year ended 31st March 2020, 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 31st March 2020, 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 Confirmation of Interim Dividend

"RESOLVED THAT an Interim Dividend of Rs 2/- (Rupees two only) per equity share of Rs 10/- paid up, declared by the Board of Directors of the Company on 04.02.2020 for the financial year 2019-2020, be and is hereby approved as final dividend for the year ended 31st March, 2020."



Item No. 3 Appointment of Directors

Reappointment of Shri.Mathew M Cherian (DIN : 01265695) – Ordinary resolution

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

Item No. 4 Appointment of Directors

Reappointment of Smt. Jaya S Kartha (DIN : 00666957) – Ordinary resolution

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

SPECIAL BUSINESS

Item No. 5 Reappointment of Dr. S N Sasidharan Kartha as 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 appointment of Dr. S N Sasidharan Kartha, Managing Director of the Company (DIN 00856417) to hold office for a period of 3 (Three) years effective from 1st April, 2021 on the following terms and conditions.

- (i) 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
- (ii) 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.25.00 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, 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."



Item No. 6 Reappointment of Independent Director Shri. T P Thomaskutty - Special resolution-

"RESOLVED that pursuant to Section 149 and read with Section 150, 152 and schedule IV and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) of re-enactment(s) thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. T P Thomaskutty (DIN 01473957), Director who holds office upto the date of this Annual General Meeting be and is hereby reappointed as an independent director of the company, for a period of five consecutive years, not liable to retire by rotation, with effect from 24.05.2020.

The Chairman asked the Company Secretary to invite the speaker shareholders to speak few words, express their views and ask questions if any. Thereafter, the Company Secretary called the names of the speaker shareholders one by one and the Joint Managing Director answered the questions raised by the speaker.

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 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 25.09.2020 to 5.00 p m on 27.09.2020. 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.

Vote of thanks

Thereafter, the Managing Director addressed the shareholders and briefed about the performance of the company for the financial year 2019-20 and explained the precautions the company has taken in the office and plant to combat COVID -19 pandemic and the impact on the business and action taken to continue the business operations. He explained current market scenario of the titanium industry. He briefed the performance of the company for the



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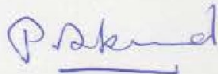
first quarter of the financial year. He also proposed a formal vote of thanks to the Chairman, Directors, shareholders and others who attended the AGM.

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 12.45 P.M

This is for your information and records.

For COCHIN MINERALS AND RUTILE LIMITED,



Suresh Kumar P,

C G M (Finance) & Company Secretary

