



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

02020B/CMRL/2022/033

August 10, 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: 33rd Annual General Meeting (AGM) - Notice

Please find attached herewith copy of 33rd AGM Notice for the meeting to be held on 1st day of September, 2022 at 11.30 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Kindly take the above information on record.

Yours faithfully,
for COCHIN MINERALS AND RUTILE LIMITED,

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



GSTIN: 32AABCC1950D1ZD
An Eco-Friendly model company

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 33rd Annual General Meeting of the shareholders of Cochin Minerals and Rutile Limited will be held on Thursday, 1st September, 2022 at 11.30 A.M through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors' and Auditors', thereon.

2. Declaration of Dividend

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution.

"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."

3. Appointment of Director - To appoint a Director in place of Shri. Mathew M. Cherian (DIN: 01265695), who retires by rotation and being eligible, offers himself for re-appointment and in this connection.

To consider and if thought fit, to pass with or without modification the following resolution as 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."

4. Appointment of Director - To appoint a Director in place of Smt. Jaya S. Kartha (DIN: 00666957), who retires by rotation and being eligible, offers herself for re-appointment and in this connection.

To consider and if thought fit, to pass with or without modification the following resolution as 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."

5. Appointment of Auditors - To appoint Auditors and to fix their remuneration and in this connection to pass, with or without modification, the following resolution as an 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

6. Approval for Continuation of Dr. S.N. Sasidharan Kartha (DIN: 00856417) as Managing Director upon attaining age of 70 (Seventy) years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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 9th December, 2022, on such terms and conditions including remuneration as set out in the Special Resolution passed by the shareholders at the 31st Annual General Meeting held on 28th 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.”

7. Re-appointment of Joint Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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 1st 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.

By Order of the Board
For COCHIN MINERALS AND RUTILE LIMITED

Place : Aluva
Date : 04.08.2022

Dr. S.N. Sasidharan Kartha,
Managing Director.
(DIN: 00856417)

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its general circular dated May 05, 2022 read with circulars dated December 14, 2021, January 13, 2021, dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR/P/2022/62 DATED MAY 13, 2022, CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR/P/2021/11 DATED JANUARY 15, 2021 AND SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020. THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 33rd AGM OF THE COMPANY (THE “NOTICE”).**
3. However, in pursuance of Section 113 of the Act and Rules framed there under, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney/ appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail through its registered e-mail address to mohansassociates@gmail.com with a copy marked to helpdesk. evoting@cdslindia.com.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 26th August, 2022 to 1st September, 2022 (both days inclusive) as per Clause 42 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
5. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Thursday, 25th August 2022.

6. Pursuant to the Income Tax Act, 1961, as amended, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company (if shares are held in physical form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to cmrlexim@cmrlindia.com Latest by 25th August 2022. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable. Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to cmrlexim@cmrlindia.com Latest by 25th August 2022.
7. Members are requested to address all correspondence including change of address and dividend matters to the Registrars and Share Transfer Agents of the Company, M/s S K D C Consultants Ltd., "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore -641028.
8. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary/Share Transfer Agents of the Company. Members are requested to note that in terms of Section 124 (5) of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, as per the Companies Act, will be transferred to the Investor Education and Protection Fund of the Central Government and no claim shall lie against the fund. The particulars of unclaimed/ unpaid dividend declared for the financial year 2019-2020 are given below:

Financial Year ended 31 st March	Date of Declaration	Last date for claiming
2020	04.02.2020	03.02.2027

9. Additional information in respect of Directors seeking appointment / reappointment as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchange and as per SS-2 are provided as Annexure to this notice.
10. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the company in respect of shares held in physical form and with concerned Depository Participant (DP) in respect of shares held in electronic form to enable the Company to serve documents in electronic form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not

yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to S K D C Consultants Ltd, in case the shares are held in physical form. The said forms can be downloaded from the Company's website under <https://www.cmrlindia.com/FY2021-22/Form ISR-3 or SH-14>.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents, S K D C Consultants Ltd for assistance in this regard.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company.
14. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
15. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. The Board of Directors has appointed Mrs. Malathy N, (Membership No. ACS: 20399, C.P. No. 23062), Partner, M/s. MOHANS & Associates, Company Secretaries, as Scrutinizer to scrutinize e-voting process including remote e-voting in a fair and transparent manner and to ascertain requisite majority.
18. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting unblock the votes casted through remote e-voting/e-voting during the AGM and submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes casted in favor or against, if any, to the Chairman of the Company or by a Person authorized by him who shall countersign the same.
19. The Scrutinizer shall submit her Report to the Chairman and the result declared will be placed on the company's website: www.cmrlindia.com and a copy will be forwarded to the BSE Ltd., where the shares of the Company are listed.

INSTRUCTIONS FOR ELECTRONIC VOTING ('e-voting')

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated May 05, 2022 read with circulars dated December 14, 2021, January 13, 2021, May 05, 2020, April 13, 2020 and April 8, 2020, and the relevant SEBI circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 and May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail id is registered with the Company/Depository Participants. Members may note that the notice of the Annual General Meeting and the Annual Report 2021-22 will also be available on the website of the company at www.cmrlindia.com and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

Steps for E-Voting:

- (i) The remote e- voting period begins at 9:00 A.M on Monday, 29th August, 2022 and ends at 5:00 P.M on Wednesday, 31st August, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 25th August, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free number 1800 22 55 33 .
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. OR
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical share- holders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant COCHIN MINERALS AND RUTILE LTD on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. Note for Non – Individual Shareholders and Custodians

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cmrlexim@cmrlindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of share- holder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@skdc-consultants.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM AND E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (cmrlexim@cmrlindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (cmrlexim@cmrlindia.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free number 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free number 1800 22 55 33.

Statement of material facts in terms of Section 102(1) of the Companies Act, 2013**Item No.6**

Dr. S.N Sasidharan Kartha was re-appointed as Managing Director of the Company for a period of 3 years with effect from 1st April 2021, with remuneration and on terms and conditions as set out in the Special Resolution passed by the shareholders at the 31st Annual General Meeting held on 28th September, 2020.

In accordance with the provisions of Section 196 and Schedule V of the Companies Act, 2013 (the 'Act'), a person who will attain the age of 70 years during his existing term, can continue as Managing Director by passing a Special Resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for his continued appointment in the Company.

None of the Directors, except Dr. S.N. Sasidharan Kartha, the appointee, Smt. Jaya S. Kartha, being his wife, Shri. Saran S. Kartha, being his son and Shri. Anil Ananda Panicker, being his son-in-law, Key Management Personnel or their relatives are concerned or interested in the resolution.

Additional information is given in Annexure.

Item No.7

The present Joint Managing Director, Shri. Saran S. Kartha, was re-appointed for a period of 3 years with effect from 1st October, 2019 on the terms and conditions approved by the shareholders in the meeting held on 3rd September, 2019. The three year tenure will expire on 30th September 2022. The Board of Directors has taken on record the resolution passed by the Nomination and Remuneration Committee to re-appoint Shri. Saran S. Kartha for a further period of 3 (Three) years effective from 1st October, 2022, on such remuneration and terms as set out in the relevant resolution. As per Schedule V to the Companies Act, 2013, the remuneration payable to managerial personnel requires approval of shareholders in general meeting and, accordingly, the resolution set out under item 6 of the notice is recommended for your approval. Mr. Saran S. Kartha is the Director of Kerala Rare Earths and Minerals Ltd. and Nipuna International Pvt. Ltd.

Except Dr. S. N. Sasidharan Kartha and Smt. Jaya S. Kartha, parents of the appointee, and Shri. Anil Ananda Panicker, brother-in-law of the appointee, none of the Directors is concerned or interested in the resolution.

Additional information is given in Annexure.

Annexure to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 01.09.2022 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Shri. Mathew M Cherian (DIN: 01265695)

1.	Name	Shri. Mathew M. Cherian
2.	Date of Birth / Age	07/09/1951, 70 years
3.	Educational Qualification	Diploma holder in Hotel Management from the Institute of Hotel Management & Catering, Mumbai.
4.	Expertise in functional area	Shri. Mathew M Cherian, is one of the promoters of the Company. A Diploma holder in Hotel Management from the Institute of Hotel Management & Catering, Bombay, Mr. Cherian is engaged in Hotels, Restaurants, export, import and international trade. He is also the Chairman and Managing Director of Naduvile Idom Hospitality Private Limited.
5.	Date of first appointment on Board	18/08/1989
6.	Brief Resume including Experience	Mr. Cherian is engaged in Hotels, Restaurants, export, import and international trade. He is also the Chairman and Managing Director of Naduvile Idom Hospitality Private Limited.
7.	Directorship held in other Companies	M/s Naduvile Idom Hospitality Private Limited. M/s Kerala Rare Earths and Minerals Limited.
8.	No. of shares held in the Company.	4,78,068
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Shri. Nabel Mathew Cherian (Son)
10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	10
11.	Details of membership in the Committee of the Board of the company.	Member of Stake holder Relationship Committee
12.	Details of membership in Committee/s of the Board of other companies*	NIL
13.	Terms and conditions of appointment/ re-appointment including remuneration	As per Resolution of the Annual General Meeting.

*Membership in committee denotes mandatory committees as per Companies Act, 2013.

Annexure to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 01.09.2022 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Smt. Jaya S Kartha (DIN: 00666957)

1.	Name	Smt. Jaya S. Kartha
2.	Date of Birth / Age	09/05/1959, 63 years.
3.	Educational Qualification	Post Graduate
4.	Expertise in functional area	Smt. Jaya S. Kartha, a Post Graduate is the wife of Dr. S. N. Sasidharan Kartha, Managing Director. She is also the promoter of the Company and has considerable experience in business.
5.	Date of first appointment on Board	20/01/2001
6.	Brief Resume including Experience	Smt. Jaya S Kartha is also the promoter of the Company and is the director of M/s Empower India Capital Investments Pvt. Ltd., M/s Sach Exports Pvt. Ltd. And M/s. Sasja India Private Limited and has considerable experience in business.
7.	Directorship held in other Companies	M/s Empower India Capital Investments Pvt. Ltd. M/s Sach Exports Pvt. Ltd. M/s. Sasja India Private Limited.
8.	No.of shares held in the Company.	3,86,740
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Dr. S N Sasidharan Kartha(Husband) Shri. Saran S Kartha(Son) Shri. Anil Ananda Panicker (Son In-Law)
10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	10
11.	Details of membership in the Committee of the Board of the company.	Member of Stake holder Relationship Committee
12.	Details of membership in Committee/s of the Board of other companies*	NIL
13.	Terms and conditions of appointment/ re-appointment including remuneration	As per Resolution of the Annual General Meeting.

*Membership in committee denotes mandatory committees as per Companies Act, 2013.

Annexure to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 01.09.2022 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India

Name: SARAN S KARTHA (DIN: 02676326)

1.	Name	Saran S Kartha
2.	Date of Birth / Age	24/06/1987, 35 years.
3.	Educational Qualification	B.Tech (Mechanical)
4.	Expertise in functional area	<p>Executive Director of the Company for a period of 5 years with effect from 01.10.2009.</p> <p>Appointed as Joint Managing Director at the Board Meeting held on 07.02.2012.</p> <p>Re-appointed as Joint Managing Director of the Company for a period of 5 years with effect from 01.10.2014.</p> <p>Re-appointed as Joint Managing Director of the Company for a period of 3 years with effect from 01.10.2019.</p> <p>Over all supervision and management of different departments of the Company.</p>
5.	Date of first appointment on Board	27/05/2009
6.	Brief Resume including Experience	<p>Joint Managing Director of Cochin Minerals and Rutile Ltd.</p> <p>Director of</p> <p>(1) M/s. Kerala Rare Earths and Minerals Limited,</p> <p>(2) M/s Nipuna International Pvt. Ltd.</p> <p>He was appointed as a member of Senate of Cochin University of Science & Technology.</p>
7.	Directorship held in other Companies	<p>(1) M/s. Kerala Rare Earths and Minerals Limited.</p> <p>(2) M/s. Nipuna International Pvt. Ltd.</p>
8.	No.of shares held in the Company.	1,70,280
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Dr. S N Sasidharan Kartha, Smt. Jaya S Kartha are parents and Shri. Anil Ananda Panicker is Brother – in- Law

10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	15
11.	Details of membership in the Committee of the Board of the company.	Member of Audit Committee. Member of Corporate Social Responsibility Committee
12.	Details of membership in Committee/s of the Board of other companies*	NIL
13.	Terms and conditions of appointment/ re-appointment including remuneration.	As per Resolution of the Annual General Meeting.

*Membership in committee denotes mandatory committees as per Companies Act, 2013.

Annexure to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 01.09.2022 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India

Name: Dr.S.N.Sasidharan Kartha (DIN: 00856417)

1.	Name	Dr.S.N.Sasidharan Kartha
2.	Date of Birth / Age	09/12/1952, 69 years
3.	Educational Qualification	Ph.D
4.	Expertise in functional area	Dr. S.N. Sasidharan Kartha is the founder and has been the Managing Director of the Company ever since its incorporation in 1989. Under his able and dynamic leadership, CMRL's performance scaled new heights and earned several accolades.
5.	Date of first appointment on Board	18/08/1989.
6.	Brief Resume including Experience	Dr. S.N. Sasidharan Kartha is the Chief Promoter and founder Managing Director of the Company. He has been the Managing Director of the Company ever since its incorporation in 1989. Under his able and dynamic leadership, CMRL's performance scaled new heights and the company earned several accolades. The company was awarded the outstanding Export Award for 1997 by the Prime Minister of India,

		<p>Best Export Award by KSIDC in 1998, the Export Excellence Award and Certificate for 2001 from Development Commissioner Cochin Special Economic Zone and the Award for Excellence in Export Performance from Government of India, Ministry of Commerce, for 2005. M/s. Toho Titanium Corporation and M/s. Sumitomo Titanium Corporation, the Japanese Buyers of Synthetic Rutile have given the Company their "Certificate of Appreciation" considering the Company's product and service quality. The Company received Industrial Excellence Award 2006 instituted by Kerala Industrial Protection Forum for achievement of business success and outstanding export performance. The company also bagged the prestigious Quality Crown award in the Golden category instituted by Business Initiative Directions (BID), Madrid, Spain in 2009. The company bagged the Award for implementing pollution control measures from Government of Kerala for 11th consecutive year - Excellence Award for 9 years 2008 to 2016 and certificate of merit for securing 1st place among the medium scale Industries in the preceding 2 years. The company also secured Excellence Award for safety for the year 2011 and 2012, instituted by the Department of Factories and Boilers, Government of Kerala. The company bagged the Kerala State Safety Award consecutively for 5 years from 2008 to 2012 for outstanding performance in industrial safety, health and welfare of employees.</p> <p>The company is a recipient of "India's Most Trusted Companies Award 2017" instituted by the International Brand Consulting Corporation, U.S.A.</p> <p>The Company continues to be ISO 9001:2015 certified by the prestigious agency, Bureau Veritas Quality International with accreditation from UKAS London and NABCB, India.</p>
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		<p>The company's products Ferric Chloride and Ferrous Chloride got NSF/ANSI Standard 60 certification for drinking water treatment chemicals from M/s NSF International, the only Organisation designated as a collaborating centre by the World Health Organisation (W H O) for both food safety and drinking water safety and treatment.</p> <p>Dr. Kartha is not only an industrialist, he is a visionary, a philanthropist and a social, cultural and environmental wizard- a self made man of common sense and distinct individual traits and styles. He is also recipient of various awards and certificates from several social, cultural and semi-government organizations. Some of the important awards received by him are noted below:-</p> <ol style="list-style-type: none">1. Akshaya Award from Akshaya Pustaka Nidhi in 1999.2. Man of Vision Award instituted by Pravasi Bharati, Kerala in 2008, which he shared with then CMD of Air India.3. Shri. Kartha was conferred with an award in 2008 by H H Patriarch of Antioch, the head of Jacobite Syrian Church in recognition of his yeoman service to the society.4. C P Mammu Memorial Vyavasaya Ratna Award in 2011.5. Excellence Award for outstanding Entrepreneurship instituted by Kerala State Industrial Development Corporation (KSIDC), Trivandrum in 2011 on the occasion of their Golden jubilee.6. The first Sakthan Thampuran Award has been presented to Dr. S. N. Sasidharan Kartha by Thrissur Archbishop Mar Andrews Thazhath in recognition of his efforts in promoting religious amity and friendship on 3rd November, 2012.7. U. J. Tharyan Memorial Award has been presented to Dr. Kartha by Hon'ble Speaker of Kerala Legislative Assembly on 11th November, 2012.
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7.	Directorship held in other Companies	<p>M/s. Kerala Rare Earths and Minerals Limited.</p> <p>M/s. Empower India Capital Investments Pvt. Ltd.,</p> <p>M/s. Zirconium Chemicals (P) Ltd.</p> <p>M/s. Sach Exports Private Limited.</p> <p>M/s. Sasja India Private Limited.</p>
8.	No.of shares held in the Company.	16,57,828
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Smt. Jaya S. Kartha is wife, Shri. Saran S. Kartha is Son and Shri. Anil Ananda Panicker is Son-in-Law.
10.	No.of Board meetings attended during his current tenure in office as director and till the date of this Notice	10
11.	Details of membership in the Committee of the Board of the company.	<p>Member of Audit Committee.</p> <p>Member of Corporate Social Responsibility Committee.</p>
12.	Details of membership in Committee/s of the Board of other companies*	NIL
13.	Terms and conditions of appointment/ re-appointment including remuneration	As per Resolution of the Annual General Meeting.

*Membership in committee denotes mandatory committees as per Companies Act, 2013

By Order of the Board,
For COCHIN MINERALS AND RUTILE LIMITED,

Place: Aluva
Date: 04.08.2022

Dr. S.N. Sasidharan Kartha,
Managing Director.
(DIN: 00856417)