



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

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02020B/CMRL/2019/ 046

May 30, 2019

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 for the year 2018- 19

Please find attached Annual Secretarial Compliance Report for the financial year ended 31.03.2019.

Thanking you,

Yours faithfully,
for COCHIN MINERALS AND RUTILE LIMITED,

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



37647



GSTIN: 32AABCC1950D1ZD

An Eco-Friendly model company



**SECRETARIAL COMPLIANCE REPORT OF COCHIN MINERALS AND RUTILE
LIMITED FOR THE YEAR ENDED 31.03.2019.**

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 31.03.2019 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 there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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;
- (i) Other regulations as applicable – The Depositories Act

and circulars/ guidelines issued there under;

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 there under, 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 there under 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 there under:

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 18(1) – discrepancy in constitution of audit committee.	BSE notice dated 31.10.2018 imposing penalty of Rs. 184000/-	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.



2.	BSE	Regulation 27(2)	BSE vide letter dated 24.01.2019 pointed out the discrepancy in the corporate governance report filed for the quarter ended 31.12.2018 that the chairperson of the Board as well as the Nomination & Remuneration committee of the entity were shown as the same person.	The entity uploaded the rectified/revised report on 29.01.2019 and intimated BSE accordingly.
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(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 year ended ... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N A	Not applicable, this being the 1 st Report.	N A	N A	N A

Place: Ernakulam

Date: 29.05.2019



Name: K P THOMAS
Company Secretary

Membership No. 2134
Certificate of Practice: 8886