

COCHIN MINERALS & RUTILE LIMITED  
 25TH ANNUAL GENERAL BODY MEETING HELD ON 07-07-2014  
 VOTING RESULTS - BOTH ELECTRONIC AND PHYSICAL

RESOLUTION 1

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3)=(2/1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoters Group	4372044	4371744	99.99	4371744	0	100.00	
Public-Institutional Holders	8700						
Public-Others	3449256	445017	12.90	444917	100	99.98	0.02
TOTAL	7830000	4816761	61.52	4816661	100	100.00	0.00

RESOLUTION 2

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3)=(2/1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoters Group	4372044	4371744	99.99	4371744	0	100.00	
Public-Institutional Holders	8700						
Public-Others	3449256	445017	12.90	445017	0	100.00	
TOTAL	7830000	4816761	61.52	4816761	0	100.00	0.00

RESOLUTION 3 (a)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3)=(2/1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoters Group	4372044	4371744	99.99	4371744	0	100.00	
Public-Institutional Holders	8700						
Public-Others	3449256	445017	12.90	444967	50	99.99	0.01
TOTAL	7830000	4816761	61.52	4816711	50	100.00	0.00

RESOLUTION 3 (b)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3)=(2/1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoters Group	4372044	4371744	99.99	4371744	0	100.00	
Public-Institutional Holders	8700						
Public-Others	3449256	445017	12.90	444967	50	99.99	0.01
TOTAL	7830000	4816761	61.52	4816711	50	100.00	0.00



*Richard*

## RESOLUTION 3 c

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3)=(2/1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoters Group	4372044	4371744	99.99	4371744	0	100.00	
Public-Institutional Holders	8700						
Public-Others	3449256	445017	12.90	445017	0	100.00	
TOTAL	7830000	4816761	61.52	4816761	0	100.00	0.00

## RESOLUTION 4

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3)=(2/1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoters Group	4372044	4371744	99.99	4371744	0	100.00	
Public-Institutional Holders	8700						
Public-Others	3449256	445017	12.90	444882	135	99.97	0.03
TOTAL	7830000	4816761	61.52	4816626	135	100.00	0.00

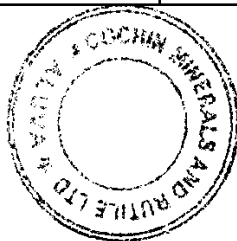
## RESOLUTION 5

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3)=(2/1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoters Group	4372044	4371744	99.99	4371744	0	100.00	
Public-Institutional Holders	8700						
Public-Others	3449256	445017	12.90	444797	220	99.95	0.05
TOTAL	7830000	4816761	61.52	4816541	220	100.00	0.00

## RESOLUTION 6

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3)=(2/1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoters Group	4372044	4371744	99.99	4371744	0	100.00	
Public-Institutional Holders	8700						
Public-Others	3449256	445017	12.90	443064	1953	99.56	0.44
TOTAL	7830000	4816761	61.52	4814808	1953	99.96	0.04

Place : Aluva  
Date : 07-07-2014



*R. Ganga*  
CHAIRMAN

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014 ]*

To,  
The Chairman  
Of the 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of Cochin Minerals and Rutile Limited  
Held on 7<sup>th</sup> July 2014 at 9.30 a m at Priyadarshini Municipal Town Hall, Aluva, Ernakulam Dist., Kerala.

Dear Sir,

I, K P Thomas, company secretary in practice, appointed as Scrutinizer) for the purpose of the poll taken on the below mentioned resolution(s), at the 25<sup>th</sup> meeting of the Equity Shareholders of Cochin Minerals and Rutile Limited, held on 7<sup>th</sup> July 2014 at 9.30 a m at Priyadarshini Municipal Town Hall, Aluva, Ernakulam Dist., Kerala, submit my report as under:

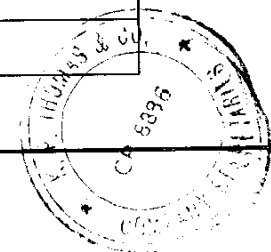
1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Item No.1 :-

Ordinary Resolution to consider and adopt the audited financial statements of the company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.

(i) **Voted in favour** of the Resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
80	1516233	99.99



(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.01

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
9	71812

Item No.2 : -

Ordinary Resolution to declare a dividend on equity shares.

(i) **Voted in favour of the Resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
81	1516333	100

(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	00	00

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
9	71812

Item No.3 (a)

Ordinary Resolution to reappoint director Shri Mathew M Cherian

(i) **Voted in favour of the Resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
80	1516283	99.99



(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	50	0.01

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
9	71812

Item No.3 (b)

Ordinary Resolution to reappoint director Shri A J Pai

(i) **Voted in favour of the Resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
80	1516283	99.99

(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	50	0.01

(iii) **Invalid votes**

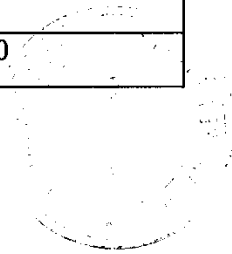
Total Number of members whose votes were declared invalid	Total Number of votes cast by them
9	71812

Item No.3 (c)

Ordinary Resolution to reappoint director Smt Jaya S Kartha

(i) **Voted in favour of the Resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
81	1516333	100



(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
9	71812

Item No.4

Ordinary Resolution to appoint statutory auditor

(i) **Voted in favour of the Resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
78	1516198	99.99

(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	135	0.01

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
9	71812

Item No.5

Special Resolution to reappoint Jt. Mg. Director

(i) **Voted in favour of the Resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
77	1516113	99.98

(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	220	0.02

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
9	71812

Item No.6

Special Resolution to revise remuneration of Mg. Director

(i) **Voted in favour** of the Resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
79	1516183	99.99

(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	150	0.01

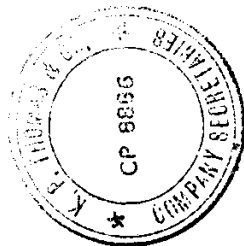
(iii) **Invalid votes**

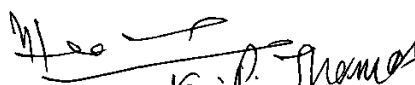
Total Number of members whose votes were declared invalid	Total Number of votes cast by them
9	71812

5. A Compact Disc (CD) containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

Place: Aluva  
Dated: 7-7-2014



  
Name and Signature of the Scrutinizer/s

**SCRUTINIZER'S REPORT**

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*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014 ]*

To

The Chairman of the 25<sup>th</sup> Annual General Meeting of the members of M/s. Cochin Minerals & Rutile Limited scheduled on the 7<sup>th</sup> July 2014, at 9.30 a.m. at Priyadarshini Municipal Town Hall, Aluva, Ernakulam Dist., Kerala.

Dear sir,

1. I, K P Thomas, Company Secretary in practice, have been appointed by the Board of Directors of M/s. Cochin Minerals & Rutile Limited (the company) as scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration ) Rules, 2014 (the Rules) on the resolutions contained in the notice to the 25th Annual General Meeting (AGM) of the members of the Company, to be held on the 7<sup>th</sup> July 2014, at 9.30 a.m. at Priyadarshini Municipal Town Hall, Aluva, Ernakulam Dist., Kerala.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 25<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s. SKDC Consultants Ltd. the authorized agency to provide e-voting facilities, engaged by the Company.

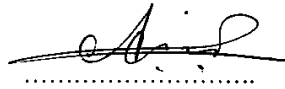




Further to the above, I submit my report as under :-

- i. The e-voting period remained open from 09.00 a.m. on July 01, 2014 to 06.00 p.m. on July 02, 2014 .
- ii. The members of the Company as on the "cut off" date i.e. 06<sup>th</sup> June 2014 were entitled to vote on the resolutions (items no 1 to 6) as set out in the notice of the 25<sup>th</sup> AGM of the Company.
- iii. The votes cast were unblocked on June 03<sup>rd</sup>, 2014 in the presence of 2 witness, Miss. Amrutha P M, Palayil Puthenpura Vadacode P O, Kangarappady, Thrikkakara - 682021 and Mrs. Nisha Gireesh, Manally House, Konam Road, Perumpadappu – 682 006 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
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- iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", or "against" each of the resolutions that were put to vote, were generated from the e-voting website of M/s. SKDC Consultants Ltd. i.e. <https://evotingindia.com> and based on such reports generated, the result of the e-voting is as under:

**Item No.1 : -**

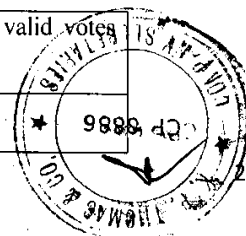
**Ordinary Resolution** to consider and adopt the audited financial statements of the company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.

(i) **Voted in favour** of the Resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
124	3300428	100

(ii) **Voted against** the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

**Item No.2 :-**

**Ordinary Resolution to declare a dividend on equity shares.**

(i) **Voted in favour of the Resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
124	3300428	100

(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

**Item No.3 (a)**

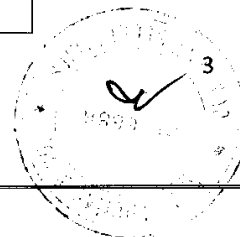
**Ordinary Resolution to reappoint director Shri Mathew M Cherian**

(i) **Voted in favour of the Resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
124	3300428	100

(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

**Item No.3 (b)**

**Ordinary Resolution to reappoint director Shri A J Pai**

(i) **Voted in favour of the Resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
124	3300428	100

(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

**Item No.3 (c)**

**Ordinary Resolution to reappoint director Smt Jaya S Kartha**

(i) **Voted in favour of the Resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
124	3300428	100

(ii) **Voted against the resolution :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

**Item No.4**

**Ordinary Resolution** to appoint statutory auditor

(i) **Voted in favour** of the Resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
124	3300428	100

(ii) **Voted against** the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

**Item No.5**

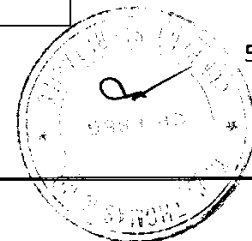
**Special Resolution** to reappoint Jt. Mg. Director

(i) **Voted in favour** of the Resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
124	3300428	100

(ii) **Voted against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

**Item No.6**

**Special Resolution** to revise remuneration of Mg. Director

(i) **Voted in favour** of the Resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
122	3298625	99.95

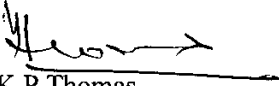
(ii) **Voted against** the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	1803	0.05

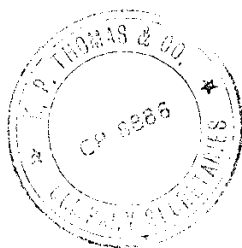
(iii) **Invalid votes**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

Thanking you,  
Yours faithfully,

  
K P Thomas

Practicing Company Secretary  
Membership No. 2134, C.P.No. 8886



Place : Ernakulam  
Date : 04.07.2014