COCHIN MINERALS AND RUTILE LTD. (100% E.O.U.)

AN ISO 9001 : 2008 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 : sachexim@vsnl.com, cmrlexim@dataone.in

Results of the E-voting and Poll on the Resolutions contained in the notice of the 26th Annual General Meeting of the Members of the Company held on 14th September, 2015

	Resolution	Mode	For			Against		
			No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1	Adoption of Annual Financial Statements as on 31st March, 2015. (Ordinary resolution)	E-Voting	134	3619324	100.000	0	0	0.000
		Ballot form at the AGM venue	46	19743	98.913	5	217	1.087
		Total	180	3639067	99.994	5	217	0.006
2	Appointment of a Director in the place of Shri.Nabiel Mathew Cherian who retires by rotation and being eligible offers himself for reappointment (Ordinary resolution)	E-Voting	134	3619324	100.000	0	0	0.000
		Ballot form at the AGM venue	46	19743	98.913	5	217	1.087
		Total	180	3639067	99.994	5	217	0.006
3	Ratification of appointment of Shri.Saghesh Kumar K.A. Chartered Accountant, Aluva, as Statutory Auditors of Company for the Financial Year 2015-16. (Ordinary resolution)	E-Voting	134	3619324	100.000	0	0	0.000
		Ballot form at the AGM venue	46	19743	98.913	5	217	1.087
		Total	180	3639067	99.994	5	217	0.006
4	Re-appointment of Shri. R.K.Garg as independent Director (Ordinary resolution)	E-Voting	134	3619324	100.000	0	0	0.000
		Ballot form at the AGM venue	45	19592	98.156	6	368	1.844
		Total	179	3638916	99.990	6	368	0.010
5	Re-appointment of Shri. G.R.Warrier as independent Director (Ordinary resolution)	E-Voting	133	3619224	99.997	1	100	0.003
		Ballot form at the AGM venue	45	19592	98.156	6	368	1.844
		Total	178	3638816	99.987	7	468	0.013
6	Appointment of Shri. T.P.Thomaskutty as independent Director (Ordinary resolution)	E-Voting	133	3619224	99.997	1	100	0.003
		Ballot form at the AGM venue	45	19592	98.156	6	368	1.844
		Total	178	3638816	99.987	7	468	0.013

Aluva
14.09.2015

Dr. S N Sasidharan Kartha,
Managing Director

K P Thomas & Co.
COMPANY SECRETARIES

Carmel Building, 1st Floor, Banerji Road
Ernakulam, Kochi, Pin – 682 018.
Phone : 0484 - 2395304, 09995467377
Email – kptfcs@gmail.com

SCRUTINIZERS'S REPORT – COMBINED

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To

The Chairman of the 26th Annual General Meeting of the Equity Shareholders of Cochin Minerals and Rutile Limited held on 14th September 2015 at 11.00 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 as the scrutinizer by the board of director of Cochin Minerals and Rutile Limited for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the companies (Management and Administration) Rules 2014 and by the Chairman of the Annual General Meeting on poll under the provision sections 109 of the Act read with Rule 21 of Rules, on the resolutions contained in the Notice of the 26th Annual General Meeting of the members company held on the 14th day of September 2015.

2. The management of the company is responsible to ensure the compliance with requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the notice of the AGM. My responsibility as a scrutinizer for the e-voting process and for the poll at the AGM is restricted to make a scrutinizers report of the votes cast 'in favour' or 'against' the resolutions stated above, based on the report generated from the e-voting system provided by SKDC Consultants Ltd. the authorized agency engaged by the company to provide e-voting facilities for e-voting and also the votes cast at the time of poll at the AGM.

3. I have issued separate scrutinizer's report dated 14.09.2015 on the e-voting on the poll through electronic mode on the resolutions contained in the notice to the AGM. As required by the management/chairman, I submit herewith my combined report on the results of e-voting together with that of the poll as under :-

Resolution		Mode	For			Against		
			No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1	Adoption of Annual Financial Statements as on 31st March, 2015. (Ordinary resolution)	E-Voting	134	3619324	100.00	0	0	0.000
		Ballot form at the AGM venue	46	19743	98.913	5	217	1.087
		Total	180	3639067	99.994	5	217	0.006
2	Appointment of a Director in the place of Shri.Nabiel Mathew Cherian who retires by rotation and being eligible offers himself for reappointment (Ordinary resolution)	E-Voting	134	3619324	100.000	0	0	0.000
		Ballot form at the AGM venue	46	19743	98.913	5	217	1.087
		Total	180	3639067	99.994	5	217	0.006
3	Ratification of appointment of Shri.Saghesh Kumar K.A. Chartered Accountant, Aluva, as Statutory Auditors of Company for the Financial Year 2015-16. (Ordinary resolution)	E-Voting	134	3619324	100.000	0	0	0.000
		Ballot form at the AGM venue	46	19743	98.913	5	217	1.087
		Total	180	3639067	99.994	5	217	0.006
4	Re-appointment of Shri. R.K.Garg as independent Director (Ordinary resolution)	E-Voting	134	3619324	100.000	0	0	0.000
		Ballot form at the AGM venue	45	19592	98.156	6	368	1.844
		Total	179	3638916	99.990	6	368	0.010
5	Re-appointment of Shri. G.R.Warrier as independent Director (Ordinary resolution)	E-Voting	133	3619224	99.997	1	100	0.003
		Ballot form at the AGM venue	45	19592	98.156	6	368	1.844
		Total	178	3638816	99.987	7	468	0.013
6	Appointment of Shri. T.P.Thomaskutty as independent Director (Ordinary resolution)	E-Voting	133	3619224	99.997	1	100	0.003
		Ballot form at the AGM venue	45	19592	98.156	6	368	1.844
		Total	178	3638816	99.987	7	468	0.013

Thanking you,
Yours faithfully,
K P Thomas

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

Aluva
14.09.2015

K P Thomas & Co.
COMPANY SECRETARIES

Carmel Building, 1st Floor, Banerji Road
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Phone : 0484 - 2395304, 09995467377
Email – kptfcs@gmail.com

SCRUTINIZER'S REPORT

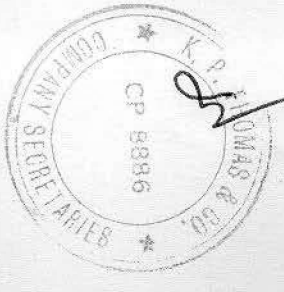
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of the 26th Annual General Meeting of the members of M/s. Cochin Minerals & Rutile Limited scheduled on the 14th September 2015 at 11.00 0 a.m. at Priyadarshini Municipal Town Hall, Aluva, Ernakulam Dist., Kerala.

Dear sir,

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 26th Annual General Meeting of the members of M/s. Cochin Minerals & Rutile Limited scheduled on the 14th September 2015 at 11.00 a.m. at Priyadarshini Municipal Town Hall, Aluva, Ernakulam Dist., Kerala.



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 26th 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 favor" 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 11.09.2015 to 05.00 p.m. on 13.09.2015

ii. The members of the Company as on the "cut off" date i.e. 7th September 2015 were entitled to vote on the resolutions (items no 1 to 6) as set out in the notice of the 26th AGM of the Company.

iii. The votes cast were unblocked on 14th September 2015 in the presence of 2 witnesses, Mr.K.Jayakumar.and Sunil T.G who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

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, 2015, 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
134	3619324	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 reappoint director Shri Nabeil Mathew 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
134	3619324	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

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(iii) **Invalid** votes

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

Item No.3

Ordinary Resolution to ratify the appointment of 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
134	3619324	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 reappoint Mr. R K Garg, ind. 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
134	3619324	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

Ordinary Resolution to reappoint Mr. G R Warrier, ind. 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
133	3619224	99.997

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.003

(iii) **Invalid** votes

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

Item no. 6

Ordinary Resolution to appoint director Shri T P Thomaskutty

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
133	3619224	99.997%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.003

(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 & CO. CP 8886 COMPANY SECRETARIES

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

Aluva
14.09.2015

K P Thomas & Co.
COMPANY SECRETARIES

Carmel Building, 1st Floor, Banerji Road
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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 26th Annual General Meeting of the Equity Shareholders of Cochin Minerals and Rutile Limited Held on 14th September 2015 at 11.00 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 the 26th Annual General Meeting of the Equity Shareholders of Cochin Minerals and Rutile Limited held on 14th September 2015 at 11.00 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, 2015, 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
46	19743	98.913

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	217	1.087

(iii) **Invalid** votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
2	6

Item No.2

Ordinary Resolution to reappoint director Shri Nabeil Mathew 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
46	19743	98.913

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	217	1.087

(iii) **Invalid** votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
2	6

Item No.3

Ordinary Resolution to ratify the appointment of 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
46	19743	98.913

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	217	1.087

(iii) **Invalid** votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
2	6

Item No.4

Ordinary Resolution to reappoint Mr. R K Garg, ind. 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
45	19592	98.156

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	368	1.844

(iii) **Invalid** votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
2	6

Item No.5

Ordinary Resolution to reappoint Mr. G R Warrier, ind. 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
45	19592	98.156

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	368	1.844

(iii) **Invalid** votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
2	6

Item no. 6

Ordinary Resolution to appoint director Shri T P Thomaskutty

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
45	19592	98.156

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	368	1.844

(iii) **Invalid** votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
2	6

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,

K. P. THOMAS & CO. CS 8686

Place: Aluva

Dated: 14.09.2015

Name and Signature of the Scrutinizer/s

COCHIN MINERALS AND RUTILE LIMITED

Voting details for the business transacted at the Annual General meeting held on 14th September, 2015

Resolution No 1 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% 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
Adoption of Annual Financial Statements as on 31st March, 2015.	Promoter and Promoter Group	4441230	3390930	76.351	3390930	0	100.000	
	Public - Institutional holders	8700						
	Public - Others	3380070	248354	7.348	248137	217	99.913	0.087
	Grand Total	7830000	3639284	46.479	3639067	217	99.994	0.006

Resolution No 2 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% 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
Appointment of a Director in the place of Shri.Nabiel Mathew Cherian who retires by rotation and being eligible offers himself for reappointment	Group	4441230	3390930	76.351	3390930	0	100.000	
	Public - Institutional holders	8700						
	Public - Others	3380070	248354	7.348	248137	217	99.913	0.087
	Grand Total	7830000	3639284	46.479	3639067	217	99.994	0.006

Resolution No 3 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% 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
Ratification of appointment of Shri.Saghesh Kumar K.A. Chartered Accountant, Aluva, as Statutory Auditors of Company for the Financial	Group	4441230	3390930	76.351	3390930	0	100.000	
	Public - Institutional holders	8700						
	Public - Others	3380070	248354	7.348	248137	217	99.913	0.087

Year 2015-16.	Grand Total	7830000	3639284	46.479	3639067	217	99.994	0.006
Resolution No 4 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
Re-appointment of Shri. R.K.Garg as independent Director	Promoter and Promoter G	4441230	3390930	76.351	3390930	0	100.000	
	Public - Institutional holde	8700						
	Public - Others	3380070	248354	7.348	247986	368	99.852	0.148
	Grand Total	7830000	3639284	46.479	3638916	368	99.990	0.010
Resolution No 5 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
Re-appointment of Shri. G.R.Warrier as independent Director	Group	4441230	3390930	76.351	3390930	0	100.000	
	Public - Institutional holders	8700						
	Public - Others	3380070	248354	7.348	247886	468	99.812	0.188
	Grand Total	7830000	3639284	46.479	3638816	468	99.987	0.013
Resolution No 6 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% 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
Appointment of Shri. T.P.Thomaskutty as independent Director	Group	4441230	3390930	76.351	3390930	0	100.000	
	holders	8700						
	Public - Others	3380070	248354	7.348	247886	468	99.812	0.188
	Grand Total	7830000	3639284	46.479	3638816	468	99.987	0.013