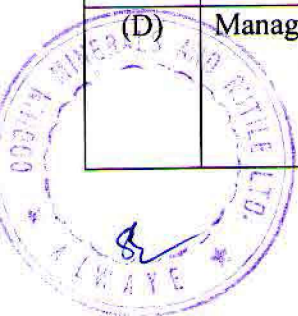


**Quarterly Compliance Report on Corporate Governance**

Name of the company : COCHIN MINERALS AND RUTILE LTD

Quarter Ending on : 31.12.2014

Particulars		Clause of Listing agreement	Compliance Status (Yes/No/N.A.)	Remarks
<b>I</b>	<b>Board of Directors</b>	49 (II)		
(A)	Composition of Board	49 (IIA)	YES	-
(B)	Independent Directors	49 (IIB)	YES	-
(C)	Non-executive Directors' compensation & disclosures	49 (IIC)	YES	-
(D)	Other provisions as to Board and Committees	49 (IID)	YES	-
(E)	Code of Conduct	49 (IIE)	YES	-
(F)	Whistle Blower Policy	49 (IIF)	YES	-
<b>II.</b>	<b>Audit Committee</b>	49 (III)		-
(A)	Qualified & Independent Audit Committee	49 (IIIA)	YES	-
(B)	Meeting of Audit Committee	49 (IIIB)	YES	-
(C)	Powers of Audit Committee	49 (IIIC)	YES	-
(D)	Role of Audit Committee	49 (IIID)	YES	-
(E)	Review of Information by Audit Committee	49 (IIIE)	YES	-
<b>III.</b>	<b>Nomination and Remuneration Committee</b>	49 (IV)	YES	-
<b>IV.</b>	<b>Subsidiary Companies</b>	49 (V)	YES	Has no subsidiary
<b>V.</b>	<b>Risk Management</b>	49 (VI)	YES	-
<b>VI.</b>	<b>Related Party Transactions</b>	49 (VII)	YES	-
<b>VII.</b>	<b>Disclosures</b>	49 (VIII)		
(A)	Related party transactions	49 (VIIIA)	YES	-
(B)	Disclosure of Accounting Treatment	49 (VIIIB)	YES	As per Annual Report as on 31.03.2014.
(C)	Remuneration of Directors	49 (VIII C)	YES	-
(D)	Management	49 (VIII D)	YES	Management discussion & analysis included in annual report as on 31.03.2014



(E)	Shareholders	49 (VIII E)	YES	Necessary information uploaded on company website
(F)	Disclosure of resignation of directors	49 (VIII F)	YES	-
(G)	Disclosure of formal letter of appointment	49 (VIII G)	YES	-
(H)	Disclosures in the Annual report	49 (VIII H)	YES	As per annual report as on 31.03.2014
(I)	Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A	No such proceeds generated during the period
<b>VIII.</b>	<b>CEO/CFO Certification</b>	49 (IX)	YES	As per annual report as on 31.03.2014
<b>IX.</b>	<b>Report on Corporate Governance</b>	49 (X)	YES	- As per annual report as on 31.03.2014
<b>X.</b>	<b>Compliance</b>	49 (XI)	YES	As per annual report as on 31.03.2014

Dated this 14<sup>th</sup> January 2015



For Cochin Minerals & Rutile Ltd

P. Akmal

Compliance Officer

YES	
YES	
YES	
YES	
YES	
YES	
YES	
YES	
YES	
YES	
(E) YES	
(F) YES	As per Annual Report as on 31.03.2014
(G) YES	
(H) YES	Management discussion & analysis included in annual report as on 31.03.2014