

## **NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the 34th Annual General Meeting of the shareholders of Cochin Minerals and Rutile Limited will be held on Friday, 15th September, 2023 at 2.00 P.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, 2023 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 80% (Rupee 8/- 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. Anil Ananda Panicker (DIN: 05214837), 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. Anil Ananda Panicker (DIN: 05214837), 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 Shri. Nabel Mathew Cherian (DIN: 03619760), 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. Nabel Mathew Cherian (DIN: 03619760), be and is hereby re-appointed as Director of the company subject to retirement by rotation."

### **SPECIAL BUSINESS**

#### **5. Reappointment of 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 196,197,198,203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014, 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 Dr. S N Sasidharan Kartha, (DIN 00856417) as Managing Director of the Company for a period of 3 (Three) years with effect from 1st April, 2024 on the following terms and conditions.

Remuneration: 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.25.00

lakhs per month, leave encashment ,medical insurance and other perquisites/allowances, 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."

Retirement benefits: Contribution to Provident Fund @12% of the monthly salary and gratuity at 15 days' salary per completed year of service for the whole period of his continuous service with the company.

For the purpose of calculation of ceiling on remuneration, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rules the same shall be evaluated at actual cost."

**"RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **6. Commission to Non Executive Directors**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 197,198 and any other applicable provisions, of the Companies Act, 2013 ('the Act'), (including all the amendments/ modifications/ re-enactments for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to pay remuneration by way of commission, to Non-Executive Directors of the Company, (ie. Directors other than Managing Director and/or whole time directors) to be determined by the Board of Directors from time to time, not exceeding 1% of the net profits of the Company as computed in the manner laid down in Section 198 of the Act, for the respective financial year, for a period of five years commencing from 01st April 2022 to 31st March 2027 and further that the above remuneration shall be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

#### **7. Appointment of Mr. Ravichandran Rajan (DIN: 00968758) as non executive Independent Director of the company**

To consider and if thought fit to pass with or without modification the following resolution as Special resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), based on the recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Ravichandran Rajan (DIN: 00968758), currently holding the office of Additional Director, in respect of whom the company has received a notice in writing from the director himself in terms of Section 160(1) of the Act proposing his candidature for the office of director, who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) of the Listing Regulations and who has submitted the declaration to that effect, be and is hereby appointed as a Non-Executive Independent Director of the company for a period of three years with effect from 15<sup>th</sup> September 2023 to 14<sup>th</sup> September 2026."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things including filings and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

**8. Appointment of Mr. Prasanth Raghunathan(DIN:02113647) as Nominee Director of the company.**

To consider and if thought fit to pass with or without modification the following resolution as ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of the section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with Rules made there under and applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prasanth Raghunathan (DIN: 02113647), who has been nominated by Kerala State Industrial Development Corporation (KSIDC) as its nominee Director, and appointed accordingly by the Board of Directors with effect from 14th August 2023 to hold office up to the date of this Annual General Meeting in accordance with the provisions of Section 161 of the Act, and based on the recommendation of Nomination and Remuneration Committee and in respect of whom the company has received a notice in writing from the director himself proposing his candidature for the Office of Director, be and is hereby appointed as a Nominee Director of the company, not liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things including filings and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

**9. Alteration of MOA as per Companies Act, 2013**

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 section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any rules and regulations/modification made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for effecting alteration in the Memorandum of Association('the MOA') of the Company by merging the appropriate and relevant object of MOA, mentioned under clause III.C - Other Objects of the Company with Clause III.B – Objects incidental or ancillary to the attainment of the Main Objects and consequently changing the object numbering as may be appropriate."

**"RESOLVED FURTHER THAT** the Clause III.A & III.B of the Memorandum of Association of the Company be renamed as under:

Clause III.A THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE

Clause III.B MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III.A ARE"

**"RESOLVED FURTHER THAT** a sub-clause 32 be inserted after sub-clause 31 of the renamed clause III B as under:

32. To carry on the business of producing, manufacturing, buying, selling trading, importing, exporting or otherwise dealing in chemicals, minerals and articles or products made of chemicals or minerals and having domestic industrial or commercial use/application."

**"RESOLVED FURTHER THAT** the existing Clause III.C – Other Objects of the Company be and is hereby deleted in its entirety."

**"RESOLVED FURTHER THAT** Clause IV. be and is hereby modified by appending the following words after the existing clause"

"and this liability is limited to the amount unpaid, if any, on the shares held by them".

**"RESOLVED FURTHER THAT** "Companies Act, 1956" be substituted with the words "Companies Act, 2013" whenever appears in the existing Memorandum of Association"

**"FURTHER RESOLVED THAT** all the required amendments in line with the Companies Act, 2013 may also be made there under."

**"RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the company to the end and intent that they shall be deemed to have given their approval expressly by the authority of the resolution."

#### **10. Adoption of new set of Articles of Association as per Companies Act, 2013**

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 section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations made there under (including any rules and regulations/modification made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and are hereby approved adopted and substituted in the place of existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the company to the end and intent that they shall be deemed to have given their approval expressly by the authority of the resolution."

By Order of the Board

For COCHIN MINERALS AND RUTILE LIMITED

Place : Aluva  
Date : 14.08.2023

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

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its general circular dated December 28, 2022 read with circulars dated May 05, 2022 dated December 14, 2021, January 13, 2021, dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) has 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/ PoD-2/P/CIR/2023/4 DATED JANUARY 5, 2023, 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 34th 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 09th September, 2023 to 15th September 2023 (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 Friday, 08th September 2023

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](mailto:cmrlexim@cmrlindia.com) latest by 08<sup>th</sup> September 2023. 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](mailto:cmrlexim@cmrlindia.com) latest by 08<sup>th</sup> September 2023.
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 years 2019-2020, 2021-2022 are given below:

Financial Year ended 31 <sup>st</sup> March	Date of Declaration	Last date for claiming
2020	04.02.2020	03.02.2027
2022	01.09.2022	31.08.2029

In view of this, the members are requested to claim their dividends from the company, within the stipulated time. The members, whose unclaimed dividends and / shares have been transferred to IEPF, may claim the same by filing form IEPF-5 along with the required documents.

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 web-site under <https://www.cmrlindia.com/FormISR.htm>
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. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the company on or before 8<sup>th</sup> September 2023 through e-mail on [cmrlexim@cmrlindia.com](mailto:cmrlexim@cmrlindia.com), it shall be replied to the company suitably.
18. The Board of Directors has appointed Mrs. Malathy Narayanankutty, (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.

19. 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.
20. The Scrutinizer shall submit her Report to the Chairman and the result declared will be placed on the company's website: [www.cmrlindia.com](http://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 Circular dated December 28, 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 5, 2023 and May 13, 2022, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the website of the company at [www.cmrlindia.com](http://www.cmrlindia.com) and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evotingindia.com).

### **Steps for E-Voting:**

- (i) The remote e-voting period begins at 9:00 A.M on Tuesday, 12<sup>th</sup> September, 2023 and ends at 5:00 P.M on Thursday, 14<sup>th</sup> September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 08<sup>th</sup> September, 2023 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 <b>CDSL</b>	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>
	<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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <b>NSDL</b></p>	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</li></ol>
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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cdslindia.com</b> or contact at toll free number <b>1800 22 55 33</b> .
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b>evoting@nsdl.co.in</b> or call at toll free no.: <b>1800 1020 990 and 1800 22 44 30</b>

(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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

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](http://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](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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.5**

Dr. S.N. Sasidharan Kartha was appointed as Managing Director of the company for a period of 3 years with effect from 1st April, 2021 on the terms and conditions approved by the shareholders in their meeting held on 28.09.2020. The three years tenure will expire on 31st March 2024. Nomination and Remuneration committee and the Board of Directors at its meeting held on 02.08.2023 approved the re-appointment of Dr S N Sasidharan Kartha as Managing Director with effect from 01st April 2024 for a period of three years, subject to approval of share holders on such remuneration and terms and conditions set out in the resolution under item No.5

As per Schedule V to the Companies Act 2013, the remuneration payable to managerial personnel requires approval of shareholders in general meeting. Therefore the Directors recommend the resolution given in the notice. The resolution set out under item 5 of the notice is recommended for approval. This may also be treated as a memorandum issued pursuant to the provisions of Section 190 of the Companies Act 2013.

None of the Directors, except Dr. S.N. Sasidharan Kartha the appointee, Smt. Jaya S. Kartha, being his wife, Mr. 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.

- I General information (i) Nature of industry: Chemical Industry (ii) Commenced commercial production in 1993 (iii) Financial performance based on given indicators are as per audited financial statements (iv) Foreign investments or collaborations: Nil.
- II Information about the appointee: The background details, recognition or awards, profile, pecuniary relationship etc. are given in the annexure to the notice. The past remuneration and the proposed remuneration are within the applicable limits prescribed under the Companies Act and Rules there under from time to time.
- III Other information: NIL
- IV The required disclosures are mentioned in the Directors' report/Corporate Governance Report. The terms and conditions of employment are as per the resolution and the rules of the company as applicable to senior management personnel. No separate service contract is entered into.

**Additional information is given in Annexure I****Item No.6**

In view of the sections 197 and 198 and other relevant provisions of the Companies Act, 2013, regulation 17(6) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations 2015 and taking into account the roles and responsibilities of the non executive directors, it is proposed to pay remuneration by way of commission collectively to all the non executive Directors of the company, a sum not exceeding one percent per annum of the Net Profits of the company, as prescribed under section 197 of the Companies Act, 2013 and wherein the Net Profits shall



be computed in the manner laid down in section 198 of the Companies Act, 2013. The quantum of remuneration payable to each of the Non executive Directors shall be fixed and decided by the Board of Directors after considering the recommendation of Nomination and Remuneration Committee. The payment of commission shall be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and/or Committee meetings. Similar approval was accorded by shareholders in the 20<sup>th</sup> general meeting held on 14th September 2009 for a period of five years commencing 01.04.2008.

The Directors, recommend the Resolution, set out at Item No. 6 of the Notice, to be passed as an Special Resolution by the Members.

All the Non-Executive Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of the remuneration that may be received by them. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

#### Item No.7

The Board of Directors of the company based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Ravichandran Rajan as an additional director of the company under section 161 of the Companies Act, 2013 subject to the approval of the members of the company in terms of section 160 of the Companies Act, 2013. Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Ravichandran Rajan as an Independent Director pursuant to section 149 and 152 of the Companies Act, 2013.

Pursuant to Section 160 of the Act, the company has received a notice from Mr. Ravichandran Rajan who proposed his candidature for Directorship. The company has received a declaration from Mr. Ravichandran Rajan confirming that he meets the criteria of Independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the company has also received his consent in writing to act as Director pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Mr Ravichandran Rajan is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Ravichandran Rajan fulfils the conditions specified in the Companies Act, 2013 and Rules, made there under and SEBI (LODR), 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his knowledge and experience, the Board of Directors is of the view that it would be in the interest of the company to appoint him as an Independent Director for a period of three years with effect from 15th September 2023 to 14th September 2026

Brief profile of Mr. Ravichandran Rajan is given at **Annexure II**. None of the Director(s)/ key managerial personnel of the company or their relatives except Mr. Ravichandran

Rajan, are concerned or interested financially or otherwise in the resolution. The Board recommends the Special Resolution set out at Item 7 for the approval of the members.

**Item No.8**

M/s. Kerala State Industrial Development Corporation (KSIDC), has conveyed vide its letter dated KSIDC/TVM/2023/1089 dated 29th July, 2023, nominating Mr. Prasanth Reghunathan as its nominee Director of the company. Accordingly, the Board of Directors has appointed Mr. Prasanth Raghunathan as KSIDC Nominee Director of the Company with effect from 14th August, 2023.

Mr Prasanth Raghunathan (DIN: 02113647) is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013, and has given his consent to act as a Director.

Pursuant to Section 160 of the Act, the company has received a notice from Mr. Prasanth Raghunathan, who proposed his candidature for Directorship.

Brief profile of Mr. Prasanth Raghunathan is given at **Annexure III**.

Mr. Prasanth Raghunathan(DIN:02113647) is interested in this resolution to the extent of his appointment as a KSIDC Nominee Director.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested financially or otherwise in the resolution set out in Item No. 8 of the Notice. The Board recommends the Ordinary Resolution set out at Item 8 for the approval of the members.

**Item No.9**

The Companies Act, 2013 has prescribed a new format of Memorandum of Association ("MOA") for the companies limited by shares. Accordingly with view to align the existing MOA of the company with the Table A of Schedule I and sections 4 & 13 of the Companies Act, 2013 changes have to be made in the relevant clauses and sub clauses of the Memorandum of Association of the company. Consent of the members by way of a special resolution is necessary for amendment of MOA of the company

Board at its meeting held on 02.08.2023 approved alteration of the MOA and now the Board recommends the passing of resolutions set out under Item No. 9 as special resolution.

A copy of the proposed set of Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. up to the conclusion of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is /are concerned or interested in the Resolution.

**Item No.10**

The existing Articles of Association are no longer in full conformity with the Companies Act, 2013. With the coming into force of the Act, several articles of the existing Articles

of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, to be consistent with the provisions of Section 5 of the Companies Act, 2013 including Rules made there under. Hence the Board of Directors proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. up to the conclusion of the Annual General Meeting.

The Board of Directors recommends the Resolutions at Item No. 10 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

**Annexure to notice of AGM**

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 15.09.2023 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Anil Ananda Panicker (DIN 05214837)

1.	Name	Anil Ananda Panicker
2.	Date of Birth / Age	03.04.1980/ 43 years
3.	Educational Qualification	B Tech (Hons) in Mechanical Engineering. MBA (Marketing & Operations) from XLRI, Jamshedpur. Certified Management Accountant(CMA) from IMA, USA
4.	Expertise in functional area	Mr. Anil Ananda Panicker has got more than 20 years of experience in the general management functions with specialization in the International Trade/Marketing, Financial Management & Control and project development.
5.	Date of first appointment on Board	10-08-2016
6.	Brief Resume including Experience	Mr. Anil Ananda Panicker is a B.Tech (Hons) in Mechanical Engineering with Master of Business Administration and CMA degree from USA. He has got more than 20 years of experience in general management having major industry exposure in Manufacturing, EPC, Real Estate and Industrial products. He has been in the Senior Executive role in overseas companies both at strategic and operation level, involved in strategic planning, budgeting & business development.
7.	Directorship held in other Companies	Director of Kerala Rare Earths and Minerals Limited and Chairman of Nipuna International Private Limited.
8.	No.of shares held in the Company.	143772
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Son-in-Law of Dr. S N Sasidharan Kartha and Smt. Jaya S Kartha, Brother-in-law of Shri. Saran S Kartha.

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.	NIL
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 15.09.2023 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Nabel Mathew Cherian (DIN: 03619760)

1.	Name	Nabel Mathew Cherian
2.	Date of Birth / Age	26.01.1983 / 40 Years
3.	Educational Qualification	B.Com. Graduate with MBA(Finance) from Gannon University, USA and MS (Accounting and Taxation) from University of Hartford U S A.
4.	Expertise in functional area	Management of Hospitality Business
5.	Date of first appointment on Board	26-08-2011
6.	Brief Resume including Experience	13 years experience in the management & administration of Hospitality business.
7.	Directorship held in other Companies	Executive Director of Naduvile Idom Hospitality India Private Limited.
8.	No.of shares held in the Company.	1300
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Son of Shri. Mathew M Cherian
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.	Stakeholder 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 I to notice of AGM**

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 15.09.2023 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, 70 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	<p>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.</p> <p>The company was awarded the outstanding Export Award for 1997 by the Prime Minister of India, 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.</p>

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.

The company is a recipient of "India's Most Trusted Companies Award 2017" instituted by the International Brand Consulting Corporation, U.S.A.

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. The company is also a recipient of ISO 45001:2018 by Bureau Veritas. 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.

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:-

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.



		<p>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.</p> <p>7. U. J. Tharyan Memorial Award has been presented to Dr. Kartha by Hon'ble Speaker of Kerala Legislative Assembly on 11th November, 2012.</p> <p>8. Dr. Kartha was honoured by His holiness Catholicos Aboon Mor Basellios Thomas 1st, the spiritual head of the Syrian Christians of India on 06.01.2013.</p> <p>9. Dr. S N Sasidharan Kartha was awarded the Malliyoor Award 2013.</p> <p>10. His Highness Shri. Uthradam Thirunal Marthanda Varma Maharaja honoured Dr. Kartha by offering Vyavasaya Kulapathi Title and Royal Emblem considering his yeomen contributions to the Industrial Arena of the State.</p>
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.	17,25,828
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.

**Annexure II to notice of AGM**

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 15.09.2023 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Ravichandran Rajan (DIN 00968758)

1.	Name	Ravichandran Rajan
2.	Date of Birth / Age	28.05.1965/ 58 Years
3.	Educational Qualification	B.Tech (Mechanical Engineering), MBA with specialisation in Marketing & Finance
4.	Expertise in functional area	He had got more than 30 years of experience in different capacities, in areas including Business development, Project Finance and Infrastructure development.
5.	Date of first appointment on Board	14.08.2023
6.	Brief Resume including Experience	After completing mechanical Engineering, Mr. Ravichandran Rajan joined Mahindra & Mahindra Bombay in 1988. He did MBA with specialization in Marketing & Finance. He had been working with Kerala State Industrial Development Corporation since 1994 in different capacities, in areas including business development, project finance and infrastructure development and retired as General Manager. He was in your company's Board from 01st February 2018 to 02nd August 2023 as KSIDC Nominee Director.
7.	Directorship held in other Companies	NA
8.	No.of shares held in the Company.	NA
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	NA
10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	NA
11.	Details of membership in the Committee of the Board of the company.	NA
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 III to notice of AGM**

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 15.09.2023 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Prasanth Raghunathan (DIN 02113647)

1.	Name	Prasanth Raghunathan
2.	Date of Birth / Age	30.05.1969/ 54 Years
3.	Educational Qualification	B.E( Chemical) First Rank, MBA (Finance)
4.	Expertise in functional area	Mr. Prasanth Raghunathan has got more than 29 years of experience in the field of industry.
5.	Brief Resume including Experience	Mr. Prasanth Raghunathan had worked as Engineer trainee in M/s. Apollo Tyres Ltd., Kerala in 1992/93 and as an Engineer in M/s. Travancore Rayon's Ltd., Kerala in 1993/94. Since August 1994, he has been working in KSIDC under various managerial capacities and presently working as General Manager (Projects)
7.	Directorship held in other Companies	KSIDC Nominee director in Kuttiyadi Coconut Industrial Park Ltd, Inkel –KSIDC Projects Ltd, The Travancore Cochin Chemicals Ltd, Cheraman Financial Services Ltd, The Western India Plywoods Ltd.
8.	No.of shares held in the Company.	Nil
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	NA
10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	NA
11.	Details of membership in the Committee of the Board of the company.	NA
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: 14.08.2023

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