



# **COCHIN MINERALS AND RUTILE LIMITED**

**AN ISO 9001:2015 COMPANY**

**A MODEL ECOFRIENDLY COMPANY**

**ANNUAL REPORT  
2021-2022**

# COCHIN MINERALS AND RUTILE LIMITED

## BOARD OF DIRECTORS

Shri. R. K. Garg	- Chairman
Shri. Mathew M. Cherian	- Director
Shri. Achutha Janardhana Pai	- Director
Shri. G. R. Warriar	- Director
Shri. R. Ravichandran	- Director
Shri. T. P. Thomaskutty	- Director
Smt. Jaya S. Kartha	- Director
Shri. Anil Ananda Panicker	- Director
Shri. Nabel Mathew Cherian	- Director
Shri. Saran S. Kartha	- Joint Managing Director
Dr. S. N. Sasidharan Kartha	- Managing Director

## AUDITORS

A.K. Muralee & Company  
Chartered Accountants,  
Edappally, Kochi

## SECRETARIAL AUDITORS

Mohans & Associates  
Company Secretaries  
'Mohans', Chettyparambil Lane, Choorakkad  
Tripunithura, Ernakulam-682 301.  
Ph : 0484 - 2774572  
Email : mohansassociates@gmail.com

## LEGAL ADVISORS

M/s Mathai & Mathai,  
Advocates,  
Ernakulam

M/s Menon & Pai,  
Advocates,  
Ernakulam

## BANKERS

Bank of Baroda, Aluva.

## REGISTRARS & SHARE TRANSFER AGENTS

M/s S.K.D.C Consultants Limited,  
"Surya" 35, Mayflower Avenue  
Behind Senthil Nagar, Sowripalayam Road,  
Coimbatore - 641028.  
Ph: 0422-4958995, 2539835, 2539836, Fax: 0422-2539837  
E-mail: info@skdc-consultants.com

## REGISTERED OFFICE

P.B. No. 73, VIII/224, Market Road,  
Aluva – 683 101, Kerala.  
Tel : 0484 – 2626789, Fax : 0484 - 2625674  
E-mail : cmrlexim@cmrlindia.com, cmrlexim@dataone.in  
**CIN NO. L24299KL1989PLC005452**

## FACTORY

Edayar Industrial Development Area,  
Muppathadom P.O.,  
Aluva - 683 110.

## **NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the shareholders of Cochin Minerals and Rutile Limited will be held on Thursday, 1<sup>st</sup> September, 2022 at 11.30 A.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 31<sup>st</sup> March, 2022 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 15% (Rupee 1.50/-) 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. Mathew M. Cherian (DIN: 01265695), 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. Mathew M. Cherian (DIN: 01265695), 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 Smt. Jaya S. Kartha (DIN: 00666957), who retires by rotation and being eligible, offers herself 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 Smt. Jaya S. Kartha (DIN: 00666957), be and is hereby re-appointed as Director of the company subject to retirement by rotation."

#### **5. Appointment of Auditors** - To appoint Auditors and to fix their remuneration and in this connection to pass, with or without modification, the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Mr. Saghesh Kumar K. A (Membership No.211340), Chartered Accountant, VII/178(23), Kalathil Complex, Palace Road, Aluva – 683101, be and is hereby appointed

as Auditor of the Company, in place of M/s. A. K. Muralee & Co., Chartered Accountants, Edappally, who has retired in terms of Sec. 139(2) of the Companies Act, 2013, to hold office for a period of 5 (Five) years from the conclusion of this Annual General Meeting until the conclusion of Thirty eighth Annual General Meeting to be held in the year 2027, on a remuneration to be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

## **SPECIAL BUSINESS**

### **6. Approval for Continuation of Dr. S.N. Sasidharan Kartha (DIN: 00856417) as Managing Director upon attaining age of 70 (Seventy) years.**

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

**“RESOLVED THAT** pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Managing Director by Dr. S.N. Sasidharan Kartha (DIN: 00856417) upon attaining the age of 70 (Seventy) years on 9th December, 2022, on such terms and conditions including remuneration as set out in the Special Resolution passed by the shareholders at the 31st Annual General Meeting held on 28th September, 2020.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds and things as it may consider necessary or expedient to give effect to this resolution.”

### **7. Re-appointment of Joint 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 197 and 198 read with schedule V and other applicable provisions, if any, of the Companies Act 2013, 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 Shri. Saran S. Kartha (DIN: 02676326) as Joint Managing Director of the Company to hold office for a further period of 3 (Three) years effective from 1st October, 2022, on the following terms and conditions.”

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.15.00 lakhs per month and perquisite and allowances by way of contribution to PF at 12% of

salary, gratuity at 15 days salary per completed year of service for the whole period of his continuous service with the company, leave encashment and other perquisites/allowances, if any, 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.

By Order of the Board  
For COCHIN MINERALS AND RUTILE LIMITED

Place : Aluva  
Date : 04.08.2022

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

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its general circular dated May 05, 2022 read with circulars dated December 14, 2021, January 13, 2021, dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as "MCA Circulars") 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/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 33rd 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 26<sup>th</sup> August, 2022 to 1<sup>st</sup> September, 2022 (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 Thursday, 25<sup>th</sup> August 2022.

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 25<sup>th</sup> August 2022. 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 25<sup>th</sup> August 2022.
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 year 2019-2020 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

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 website 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. The Board of Directors has appointed Mrs. Malathy N, (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.
18. 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.
19. 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 Circulars dated May 05, 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 15, 2021 and May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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 Monday, 29<sup>th</sup> August, 2022 and ends at 5:00 P.M on Wednesday, 31<sup>st</sup> August, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 25<sup>th</sup> August, 2022 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 i.e. CDSL/NSDL/KARVY/ LINKINTIME, 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.cdsindia.com">www.cdsindia.com</a> home page or click on <a href="https://evoting.cdsindia.com/Evoting/EvotingLogin">https://evoting.cdsindia.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>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>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.nsdl.com">https://eservices.nsdl.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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.</p>

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.6**

Dr. S.N Sasidharan Kartha was re-appointed as Managing Director of the Company for a period of 3 years with effect from 1st April 2021, with remuneration and on terms and conditions as set out in the Special Resolution passed by the shareholders at the 31st Annual General Meeting held on 28th September, 2020.

In accordance with the provisions of Section 196 and Schedule V of the Companies Act, 2013 (the 'Act'), a person who will attain the age of 70 years during his existing term, can continue as Managing Director by passing a Special Resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for his continued appointment in the Company.

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

**Additional information is given in Annexure.**

**Item No.7**

The present Joint Managing Director, Shri. Saran S. Kartha, was re-appointed for a period of 3 years with effect from 1st October, 2019 on the terms and conditions approved by the shareholders in the meeting held on 3rd September, 2019. The three year tenure will expire on 30th September 2022. The Board of Directors has taken on record the resolution passed by the Nomination and Remuneration Committee to re-appoint Shri. Saran S. Kartha for a further period of 3 (Three) years effective from 1st October, 2022, on such remuneration and terms as set out in the relevant resolution. As per Schedule V to the Companies Act, 2013, the remuneration payable to managerial personnel requires approval of shareholders in general meeting and, accordingly, the resolution set out under item 6 of the notice is recommended for your approval. Mr. Saran S. Kartha is the Director of Kerala Rare Earths and Minerals Ltd. and Nipuna International Pvt. Ltd.

Except Dr. S. N. Sasidharan Kartha and Smt. Jaya S. Kartha, parents of the appointee, and Shri. Anil Ananda Panicker, brother-in-law of the appointee, none of the Directors is concerned or interested in the resolution.

**Additional information is given in Annexure.**



**Annexure to notice of AGM**

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 01.09.2022 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Shri. Mathew M Cherian (DIN: 01265695)

1.	Name	Shri. Mathew M. Cherian
2.	Date of Birth / Age	07/09/1951, 70 years
3.	Educational Qualification	Diploma holder in Hotel Management from the Institute of Hotel Management & Catering, Mumbai.
4.	Expertise in functional area	Shri. Mathew M Cherian, is one of the promoters of the Company. A Diploma holder in Hotel Management from the Institute of Hotel Management & Catering, Bombay, Mr. Cherian is engaged in Hotels, Restaurants, export, import and international trade. He is also the Chairman and Managing Director of Naduvile Idom Hospitality Private Limited.
5.	Date of first appointment on Board	18/08/1989
6.	Brief Resume including Experience	Mr. Cherian is engaged in Hotels, Restaurants, export, import and international trade. He is also the Chairman and Managing Director of Naduvile Idom Hospitality Private Limited.
7.	Directorship held in other Companies	M/s Naduvile Idom Hospitality Private Limited. M/s Kerala Rare Earths and Minerals Limited.
8.	No. of shares held in the Company.	4,78,068
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Shri. Nabel Mathew Cherian (Son)
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.	Member of Stake holder 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 to notice of AGM**

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 01.09.2022 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Smt. Jaya S Kartha (DIN: 00666957)

1.	Name	Smt. Jaya S. Kartha
2.	Date of Birth / Age	09/05/1959, 63 years.
3.	Educational Qualification	Post Graduate
4.	Expertise in functional area	Smt. Jaya S. Kartha, a Post Graduate is the wife of Dr. S. N. Sasidharan Kartha, Managing Director. She is also the promoter of the Company and has considerable experience in business.
5.	Date of first appointment on Board	20/01/2001
6.	Brief Resume including Experience	Smt. Jaya S Kartha is also the promoter of the Company and is the director of M/s Empower India Capital Investments Pvt. Ltd., M/s Sach Exports Pvt. Ltd. And M/s. Sasja India Private Limited and has considerable experience in business.
7.	Directorship held in other Companies	M/s Empower India Capital Investments Pvt. Ltd. M/s Sach Exports Pvt. Ltd. M/s. Sasja India Private Limited.
8.	No.of shares held in the Company.	3,86,740
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Dr. S N Sasidharan Kartha(Husband) Shri. Saran S Kartha(Son) Shri. Anil Ananda Panicker (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.	Member of Stake holder 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 to notice of AGM**

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 01.09.2022 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India

Name: SARAN S KARTHA (DIN: 02676326)

1.	Name	Saran S Kartha
2.	Date of Birth / Age	24/06/1987, 35 years.
3.	Educational Qualification	B.Tech (Mechanical)
4.	Expertise in functional area	<p>Executive Director of the Company for a period of 5 years with effect from 01.10.2009.</p> <p>Appointed as Joint Managing Director at the Board Meeting held on 07.02.2012.</p> <p>Re-appointed as Joint Managing Director of the Company for a period of 5 years with effect from 01.10.2014.</p> <p>Re-appointed as Joint Managing Director of the Company for a period of 3 years with effect from 01.10.2019.</p> <p>Over all supervision and management of different departments of the Company.</p>
5.	Date of first appointment on Board	27/05/2009
6.	Brief Resume including Experience	<p>Joint Managing Director of Cochin Minerals and Rutile Ltd.</p> <p>Director of</p> <p>(1) M/s. Kerala Rare Earths and Minerals Limited,</p> <p>(2) M/s Nipuna International Pvt. Ltd.</p> <p>He was appointed as a member of Senate of Cochin University of Science &amp; Technology.</p>
7.	Directorship held in other Companies	<p>(1) M/s. Kerala Rare Earths and Minerals Limited.</p> <p>(2) M/s. Nipuna International Pvt. Ltd.</p>
8.	No.of shares held in the Company.	1,70,280
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Dr. S N Sasidharan Kartha, Smt. Jaya S Kartha are parents and Shri. Anil Ananda Panicker is Brother – in- Law

10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	15
11.	Details of membership in the Committee of the Board of the company.	Member of Audit Committee. Member of Corporate Social Responsibility 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 to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 01.09.2022 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, 69 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	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. The company was awarded the outstanding Export Award for 1997 by the Prime Minister of India,

	<p>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 in the preceding 2 years. 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.</p> <p>The company is a recipient of "India's Most Trusted Companies Award 2017" instituted by the International Brand Consulting Corporation, U.S.A.</p> <p>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.</p>
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	<p>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.</p> <p>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:-</p> <ol style="list-style-type: none"><li>1. Akshaya Award from Akshaya Pustaka Nidhi in 1999.</li><li>2. Man of Vision Award instituted by Pravasi Bharati, Kerala in 2008, which he shared with then CMD of Air India.</li><li>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.</li><li>4. C P Mammu Memorial Vyavasaya Ratna Award in 2011.</li><li>5. Excellence Award for outstanding Entrepreneurship instituted by Kerala State Industrial Development Corporation (KSIDC), Trivandrum in 2011 on the occasion of their Golden jubilee.</li><li>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.</li><li>7. U. J. Tharyan Memorial Award has been presented to Dr. Kartha by Hon'ble Speaker of Kerala Legislative Assembly on 11th November, 2012.</li></ol>
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		<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.	16,57,828
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

By Order of the Board,  
For COCHIN MINERALS AND RUTILE LIMITED,

Place: Aluva  
Date: 04.08.2022

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

**DIRECTORS' REPORT**

Your Directors are pleased to present the 33rd Annual Report of your Company along with audited statements of accounts for the year ended 31<sup>st</sup> March 2022.

**FINANCIAL HIGHLIGHTS**

	₹ Lacs	
	<b>Year ended 31<sup>st</sup> March 2022</b>	<b>Year ended 31<sup>st</sup> March 2021</b>
Sales and Other Income	29019.74	23937.28
Profit before Interest & Depreciation	875.04	2019.62
Interest	17.19	140.54
Depreciation	102.77	116.13
Net Profit for the year	755.08	1762.95
Provision for Tax	126.14	256.77
Deferred tax asset (liability)	7.85	695.27
Profit after tax	621.09	810.91

**DIVIDEND**

Your Directors are pleased to recommend a dividend on the equity shares of 15% (Rupee 1.50 per share) for the financial year ended 31<sup>st</sup> March 2022 subject to approval of the members at the ensuing Annual General Meeting.

**MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis of the Working Results for the year and outlook for the current year are given as Annexure - VI.

**DIRECTORS & KEY MANAGEMENT PERSONNEL**

As per the provisions of the Companies Act, 2013, your directors, Shri. Mathew M. Cherian and Smt. Jaya S. Kartha retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The appointment of Shri. Saran S. Kartha as Joint Managing Director is expiring on 30.09.2022 and as recommended by the Nomination & Remuneration Committee, he is proposed to be re-appointed for a further period of 3 (Three) years in the ensuing Annual General Meeting. Dr. S.N. Sasidharan Kartha was re-appointed as the Managing Director of the Company for a period of 3 (Three) years at the Annual General Meeting held on 28th September 2020. A Special Resolution seeking shareholders' approval for continuation of Dr. S.N. Sasidharan Kartha as Managing Director upon attaining 70 (Seventy) years age, during the tenure of his appointment, along with other required details form part of the Notice..

**DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted declarations that each of them meets the criteria of Independence as provided in Section 149 (6) of the Act and that there has been no change in the circumstances which may affect their status of Independence.



**DIRECTORS' APPOINTMENT & REMUNERATION POLICY**

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, Independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **Annexure - II**.

**ANNUAL EVALUATION**

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The evaluation was on the basis of inputs from all the directors on criteria such as Board composition and structure, effectiveness of board processes, meeting procedures and functioning etc. A meeting of Independent Directors evaluated the performance of non-independent directors, the board as a whole and that of the Chairman, taking into account the views of executive directors and non-executive directors. These evaluations were considered and discussed in the subsequent board meeting/s.

**CSR INITIATIVES**

The report on Corporate Social Responsibility activities in terms of Rule 8 of the Companies (CSR) Rules, 2014 is given in **Annexure - III**.

**RISK MANAGEMENT**

The Board regularly considers and evaluates the risk factors and takes appropriate risk mitigation steps from time to time.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has formed an anti sexual harassment policy in line with the requirements of the Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act 2013 and an internal complaints committee has been set up to redress complaints, if any. No complaint was received by the committee during the year 2021-22.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

**TRANSACTIONS WITH RELATED PARTIES**

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure - IV** in Form AOC-2.

**INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

**DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public and as such, no amount on ac-

count of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

### **MATERIAL CHANGES AND COMMITMENTS**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this report relates and on the date of this report.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013, your directors state that:

- (a) In preparing the Annual Accounts for the year ended 31.03.2022, the applicable accounting standards have been followed and there are no material departures.
- (b) The Directors has selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year ended on 31.03.2022.
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) That the Directors had prepared the accounts on a going concern basis.
- (e) The Directors had laid down internal financial controls to be followed by the company and that such controls are adequate and operating effectively and
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

### **AUDITORS & AUDIT REPORT**

The period of appointment of M/s. A K Muralee & CO., Chartered Accountants, Edappally, the present Auditor will be expiring at the conclusion of 33rd Annual General Meeting of the Company in terms of Section 139 (2) of the Companies Act 2013. The report of the auditor for the current year does not contain any qualification or adverse comments. Mr. Saghesh Kumar K. A, Chartered Accountant, who has consented, is recommended for appointment as Auditor of the Company to hold office for a period of 5 (Five) years from the conclusion of this Annual General Meeting of the Company on a remuneration to be mutually agreed upon between the Board of Directors of the Company and the Auditors.

### **SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Companies Act 2013, M/s. MOHANS & Associates, Company Secretaries, Tripunithura, were appointed as the Secretarial Auditors for the financial year 2021-22. The Secretarial audit report in terms of section 204 of the Companies Act, 2013 is attached. The report does not contain any qualification.

### **ANNUAL RETURN**

The Annual Return in form MGT-7 for the financial year ended 31<sup>st</sup> March, 2022, is available on the website of the company at URL: <https://www.cmrlindia.com/FY2021-22/AnnualReturn.pdf>.

**AUDIT COMMITTEE**

The composition and details of meetings of the audit committee are included in the corporate governance report. There was no recommendation of the audit committee that was not accepted by the board.

**MEETING OF THE BOARD**

Five meetings of the Board were held during the year. Details are included in the corporate governance report.

**PARTICULARS OF EMPLOYEES ETC. AS PER SECTION 197(12)**

The particulars in terms of Section 197 read with Rule 5(1) & (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are given in **Annexure - V**.

**CORPORATE GOVERNANCE**

Your company has complied with all the conditions of corporate governance regulations, as contained in the revised Chapter IV of SEBI (Listing obligations & Disclosure Requirements) Regulations 2015. The corporate governance report and the certificate from the auditors regarding the compliances are annexed to this report as **Annexures - VII & VIII**. The report includes the details of the familiarisation programme for Independent Directors and the policies adopted viz. whistle blower policy to provide vigil mechanism and related party transactions.

**ISO CERTIFICATION**

Your Company has been granted ISO 9001: 2015 by the prestigious agency, Bureau Veritas, with accreditation from UKAS London and NABCB, India.

**NSF CERTIFICATION**

Your company's products, Ferric Chloride and Ferrous Chloride have got NSF/ANSI Standard 60 certification for drinking water treatment chemicals from M/s N S F International, an organization designated as a Collaborating Center by the World Health Organization (WHO) for both food safety and drinking water safety and treatment.

**STATUTORY APPROVALS & LICENCES**

The Company has renewed all statutory approvals and licences from various Departments/ Authorities for carrying on its normal business. The licenced and installed capacity of Synthetic Rutile production now stands at 50,000 MT per annum.

**INDUSTRIAL RELATIONS**

The Labour-Management relations have been cordial and a long term agreement with Trade Unions of the Employees expired in March 2020. A new long term agreement is expected to be signed soon.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE**

The details/information in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo in terms of R. 8 (3) of the Companies (Accounts) Rules are given in the **Annexure - I**.

**DEMATERIALISATION**

The shares of your Company are compulsorily dematerialised for trading. The ISIN number of the shares is INE105D01013.

**LISTINGS**

The shares of your Company are listed with B S E Limited. The listing fee as required has already been paid upto and including the year 2022-23.

**ACKNOWLEDGEMENTS**

Your Directors wish to place on record their deep sense of gratitude to the Banks and Financial Institutions, Central and State Government Departments and local authorities for their co-operation and support. Your directors are also thankful to the customers, suppliers and business associates for their co-operation. Your directors also like to place on record their appreciation of the valuable contribution made by the employees of the company at all levels. Finally, your directors are deeply grateful to the members for their continued confidence and faith in the management of the company.

For and on behalf of the Board of  
COCHIN MINERALS AND RUTILE LIMITED,

Place : Aluva  
Date : 04.08.2022.

R.K. Garg  
Chairman  
(DIN: 00644462)

**Annexure – I to the Directors' Report**

Statement containing particulars pursuant to Rule 8(3) of the Companies (Accounts) Rules 2014 forming part of the Directors Report.

**(A) Statement on Conservation of Energy**

S I . No.	Particulars	Related disclosures
(i)	Steps taken or impact on conservation of energy	We maintain power factor 0.99 by adding 155 KVAR capacitor in electrical circuit. 57 nos. 70W SV lamps replaced with 60W light. 99 nos. 36W tube lights replaced with 20W tube. 1 no. motor replaced with energy efficient motor. VFD fixed for calciner ID fan instead of star-delta starter. Replaced 840 mtr. power cable to reduce loss.
(ii)	Steps taken by the company for utilising alternate sources of energy	Maintained transparent roof sheets in plants/ godowns, natural draught exhaust fans in godowns. Biogas plant for canteen waste and solar lamps for emergency lights.
(iii)	Capital investment on energy conservation equipments	Rs. 11,43,217/-.

**(B) Technology absorption**

S I . No.	Particulars	Related disclosures
(i)	The efforts made towards technology absorption	Process conditions standardised for the production of synthetic rutile with low quality ilmenite, Plant scale production trials of recovered TiO <sub>2</sub> are in progress.
(ii)	Benefits derived like product improvement, cost reduction, product development, import substitution etc	Saving manual Labour & quality improvement.
(a)	Details of technology imported	Not applicable
(b)	The year of import	Not applicable
(c)	Whether the technology been fully absorbed	Not applicable
(d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not applicable

(iii)	Expenditure on R&D		₹ In Lacs
		Capital Expenditure	NIL
		Revenue	86.28
		Total	86.28

C. Foreign Exchange Earnings and Outgo		
(1) Foreign Exchange Earned through exports	US \$	3,62,64,992.24
(2) Foreign Exchange outgo during the year	US \$	65,30,666.76

**Annexure II****NOMINATION & REMUNERATION POLICY****PREFACE**

In furtherance of the philosophy and commitment of the company - (a) to consider human resources as its greatest asset, (b) to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, (c) to harmonize the aspirations of human resources consistent with the goals of the Company and (d) to comply with the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial and Senior Management personnel has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

**OBJECTIVES**

The main objectives of the policy are:

- (a) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions.
- (b) To lay down guidelines to determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in similar companies.
- (c) To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management personnel.
- (d) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial personnel and create competitive advantage.
- (e) To formulate appropriate incentive schemes linked to performance.

**EFFECTIVE DATE**

The policy has been effective from 1<sup>st</sup> April, 2014.

**NOMINATION AND REMUNERATION COMMITTEE:****A) Membership**

- the committee shall consist of a minimum of 3 non-executive directors, the majority of them being independent.
- membership of the committee shall be disclosed in the Annual report.
- the term of the committee shall continue unless terminated by the board.

**B) Chairperson**

The chairperson of the committee shall be an independent director.

**C) Constitution**

The Board has changed the nomenclature of the Remuneration Committee by renaming it as Nomination and Remuneration Committee and reconstituted it with the following Non-Executive Directors as members:

1. Shri. Achutha Janardhana Pai, Chairman (Independent)
2. Shri. R. K. Garg, Member (Independent)
3. Shri. G.R. Warriar, Member (Independent)
4. Shri. T. P. Thomaskutty, Member (Independent)

## DEFINITIONS

- Board means Board of Directors of the Company.
- Directors mean Directors of the Company.
- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013.
- Key Managerial Personnel (KMP) means-
  - (i) Executive Chairman and / or Managing Director, Jt. Mg Director
  - (ii) Whole-time Director;
  - (iii) Chief Financial Officer;
  - (iv) Company Secretary;
  - (v) Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- Senior Management means personnel of the Company occupying the position of Chief Executive Officer (CEO)/General Manager of any unit / division and unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

## APPLICABILITY

The Policy is applicable to

- Directors (Executive and Non-Executive).
- Key Managerial Personnel.
- Senior Management Personnel.

## MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Determine remuneration for the whole-time directors, KMP and senior management personnel
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.



**POLICY RELATING TO APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT****Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. The Board of the Company may consciously be drawn in a manner that at least one director from each of the following field is on the Board of the Company – Mineral processing, Banking and finance, Legal and general administration etc.
3. The appointment and reappointment of whole time directors shall be subject to the provisions of the Companies Act, 2013 and rules framed there-under and the listing agreement.
4. The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel on annual basis.

**Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**POLICY RELATING TO THE REMUNERATION FOR THE DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL**

1. The remuneration / compensation / commission etc. to the Whole-time Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval, subject to the provisions of the Companies Act, 2013, the rules made there under, wherever applicable and considering the financial position of the company and trends and practices on remuneration prevailing in the industry.
2. The remuneration / commission to Non- Executive / Independent Directors shall be fixed as per the relevant provisions of the Companies Act, 2013 and the rules made there under.

**REVIEW**

- (i) The committee or the Board may review the Policy as and when it deems necessary.
- (ii) This Policy may be amended or substituted by the committee or by the Board as and when required and also by the Managing Director to comply with any statutory changes.

## Annexure – III

**REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES**  
**(As per Rule 8 of Companies (CSR) Rules, 2014)**

1. A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:

CSR Policy is available on the web site of the company [www.cmrlindia.com](http://www.cmrlindia.com) under 'Policies'.

2. Composition of the CSR Committee

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. G R Warriar	Chairman, Non-Executive Director	1	1
2	Dr. S N Sasidharan Kartha	Member, Managing Director	1	1
3	Mr. Saran S Kartha	Member, Joint Managing Director	1	1

3. Provide the web link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company :
- <https://www.cmrlindia.com/Files/CSR.pdf>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report) :
- Not Applicable for the financial year under review.
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (Rs. In Lakhs)	Amount required to be set-off for the financial year, if any (Rs. In Lakhs)
1.	2020-21	21.44	2.12

6. Average net profit of the company for last three financial years for the purpose of computation of CSR : Rs. 1637.50 Lakhs

7. Prescribed CSR Expenditure

- a. Two percent of the amount as in item 6 above : Rs.32.75 Lakhs
- b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years. : Nil
- c. Amount required to be set off for the financial year, if any. : Rs. 2.12 Lakhs
- d. Total CSR obligation for the financial year (7a+7b- 7c) : Rs. 30.63 Lakhs

8. CSR amount spent or unspent for the financial year:

a) CSR amount spent or unspent:

Total Amount Spent for the Financial Year. (Rs. In lakhs)	Amount Unspent (Rs. In lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
30.63	NIL	NIL	NIL	NIL	NIL

b) Details of CSR amount spent against ongoing projects for the financial year:

Sl. No	Name of the Project	Item from the list of activities in schedule VII to the Act	Local Area (Yes/No)	Location of the Project State, District	Project duration	Amount allocated for the project (Rs. in Lakhs).	Amount Spent for the Project (Rs. in Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (Rs. in Lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency Name CSR Reg .No
1.	Supply of Sanitizer, Mask, Medicine, PPE Kit, Oxygen Concentrators as part of COVID 19 relief measures	As part of COV-ID-19 Relief Measure	YES	Kerala, Ernakulam District	2021-2022	3.5	3.49	NIL	Direct	N.A
2	Mobile phones and Tabs for Students in schools					15.8	15.78			

3	Water Fountain at Aluva Municipal Office, Aluva					6.4	6.36			
4	Contribution to Mission Better Tomorrow – for promotion of education					5	5			
Total Amount spent							30.63			
Amount set-off from the excess amount available for set-off in the previous financial year :							2.12			
Total							32.75			

c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (Rs. in lakhs).	Mode of implementation Direct (Yes/No).	Mode of implementation – Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

- d) Amount spent in Administrative Overheads : NIL  
 e) Amount spent on Impact Assessment, if applicable : NIL  
 f) Total amount spent or the Financial Year (8b+8c+8d+8e) : NIL  
 g) Excess amount for set off, if any : NIL

Sl. No.	Particular	Amount (Rs. In lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	32.75
(ii)	Total amount spent for the Financial Year	30.63
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

\* An amount of Rs. 21.44 lakhs were available for set off in the financial year 2020-21. The Company set-off Rs. 2.12 lakhs in the current financial year. The remaining amount of Rs. 19.32 lakhs is available for set-off in the financial year 2022-23.

9. Details of CSR expenditures for the preceding financial years:

a. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Pre- ceding Financial Year.	Amount trans- ferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the report- ing Financial Year (in Rs.).	Amount transferred to any fund speci- fied under Schedule VII as per section 135(6), if any.			Amount re- maining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	NIL	NIL	NIL	NIL	NIL	NIL	NIL

b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
-----	-----	-----	-----	-----	-----	-----	-----	-----

Sl. No.	Project ID.	Name of the Project.	Finan- cial Year in which the project was com- menced.	Project dura- tion.	Total amount allocated for the project (in Rs.).	Amount spent on the pro- ject in the reporting Financial Year (In Rs.)	Cumu- lative amount spent at the end of reporting Financial Year (In Rs.)	Status of the project -Com- pleted /Ongoing
1.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	TOTAL							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).
- a. Date of creation or acquisition of the capital asset(s) : NIL
  - b. Amount of CSR spent for creation or acquisition of capital asset. : NIL
  - c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : NIL
  - d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). : NIL
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). : NIL

For and On behalf of the Board of  
COCHIN MINERALS AND RUTILE LIMITED,

Date: 04.08.2022

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

G.R.Warrier  
Chairman of CSR Committee  
(DIN : 01146202)

**Annexure – IV****Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

Not entered into any contract or arrangement or transaction with its related parties which is not at arm's length basis and in ordinary course of business during financial year 2021-22.

**2. Details of material contracts or arrangement or transactions at arm's length basis: NIL.**

- |   |                         |
|---|-------------------------|
| a. Nature of contracts / arrangements / transactions  | : Not Applicable (N.A). |
| b. Duration of the contracts / arrangements / transactions                                    | : N.A.                  |
| c. Salient terms of the contracts or arrangements or transactions including the value, if any | : N.A.                  |
| d. Amount paid as advances, if any  | : NIL.                  |

On behalf of the board of directors of  
COCHIN MINERALS AND RUTILE LIMITED,

Aluva  
04.08.2022

R. K. Garg  
Chairman  
(DIN: 00644462)



**Annexure – V****Particulars of employees**

The information required under Section 197 of the Act read with rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

**As per rule 5(1)**

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each director & Key Managerial personnel in the financial year

<b>Executive directors</b>	<b>Ratio to median remuneration</b>	<b>% increase in current year</b>
Dr. S. N. Sasidharan Kartha	78.07:1	20.07
Mr. Saran S. Kartha	31.23:1	20.07
<b>Key Managerial Personnel</b>		
Mr. Suresh Kumar. P, CGM (Finance) & Co. Secretary.	4.99:1	(1.96)
Mr. Suresh Kumar K .S, Chief Financial Officer.	2.82:1	0

Note: For this purpose sitting fees paid to the Directors have not been considered as remuneration.

- b. The percentage increase in the median remuneration of employees in the financial year:
- c. The number of permanent employees on the rolls of Company: 245.
- d. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL
- e. The key parameters for any variable component of remuneration availed by the directors : N.A
- f. Affirmation that the remuneration is as per the remuneration policy of the Company :The Company affirms that remuneration is as per the remuneration policy of the Company.
- g. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## As per Rule 5(2)

Sl. No.	Name	Gross Remuneration (Rs.)	Designation	Qualification	Experience (Years)	DOJ	Age	Nature of employment, whether contractual or otherwise;	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2)	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:
1	Dr. S. N. Sasidharan Kartha	3,36,00,000.00	Managing Director	Ph.D	48	18/08/1989	69	Non-Contractual	21.17	Shri. Saran S. Kartha -Son
2	Shri. Saran S. Kartha	1,34,40,000.00	Joint Managing Director	B.Tech (Mechanical)	13	27/05/2009	35	Non-Contractual	2.17	Dr. S. N. Sasidharan Kartha-Father
3	Shri. Suresh Kumar. P	21,46,875.00	CGM (F) &Com. Secretary	FCA & ACS	39	02/02/2009	66	Non-Contractual	0.001	-
4	Shri. Manohardas	17,67,504.00	General Manager (P)	M.Tech	30	24/08/2000	51	Non-Contractual	0.0005	-
5	Shri. Ashtamoorthy P. M	13,30,694.00	Dy. General Manager	B.Sc.	32	14/09/1998	56	Non-Contractual	0.007	-
6	Shri. Suresh Kumar K. S	12,13,068.00	Chief Financial Officer	M.Com	35	03/06/1991	60	Non-Contractual	0.001	-
7	Shri. Manoj K. P	11,20,751.00	DGM (MM)	Dip. In Mech.	29	22/06/1993	50	Non-Contractual	-	-
8.	Shri. Anilkumar E.M	9,16,533.00	AGM (Mktg)	B.Sc.	32	05/10/1995	52	Non-Contractual	0.001	-
9.	Shri. Bino Jacob	8,73,191.00	AGM (Mtrls)	Dip.in Computer Science	29	01/07/1993	53	Non-Contractual	0.002	-
10.	Shri. Arunan V. P	8,54,661.00	AGM (QA)	M.Sc.	28	25/10/1996	50	Non-Contractual	-	-

## Annexure-VI

### Management Discussion and Analysis

Cochin Minerals and Rutile Limited is a 100 percent Export Oriented unit in the Mineral Processing sector with manufacturing, marketing and research capabilities. The Company's products and their applications are:

#### a) Main Product

The main product is Synthetic Rutile which finds application as raw material for the Titanium pigment and titanium sponge/metal industry. The annual licensed and installed capacity is 50000 MT.

#### b) By-Products

The following are the by-products.

- i) Ferric Chloride is used as an effective coagulant for purification of drinking water and for effluent treatment. It is also used as an etching agent and in pickling plants.
- ii) Ferrous Chloride is coagulant for water purification and for effluent treatment.
- iii) Iron Hydroxide (Cemox) used for brick / tile making and as substitute for iron ore.
- iv) Recovered  $TiO_2$  as a cost effective substitute for  $TiO_2$  pigment.
- v) Recovered Upgraded Ilmenite.
- vi) CMRL Rutoweld is used in Welding Electrode industry.

### Raw Materials

The main raw materials of your company are Ilmenite and Hydrochloric Acid. The rationale of setting up of this project was the indigenous availability of both these items. Now, while Hydrochloric Acid is indigenously available, the availability of Ilmenite from domestic source has shown a declining trend. In the last few years including the year under review, the company was facing a major challenge in its procurement from domestic source. The supply from the domestic market was quite restricted. Your company has made all efforts to procure the material from various foreign sources, and maintained the quality of product through process adaptation. The Company had initiated action for carrying out mining and mineral separation as early as in the year 1991. The Company had also promoted Kerala Rare Earths and Minerals Limited (KREML) during the year 2001 and applied for mining lease in the light of the change in policy by the Government of India and the Government of Kerala.

Various Mining Lease applications of the company were approved by Govt. of India and four Mining Leases (ML) were granted by the State Government. However, after granting mining lease, due to policy change, the State Govt. ordered stopping of further action on the leases granted. The Govt. also rejected the other ML applications of the company which were already approved by Central Govt. The company challenged this decision of State Govt. to reject ML applications before the Appellate Authority of Govt. of India. The Appellate Authority directed the State Govt. for issue of ML, which was also rejected by State Govt. Aggrieved by the decision of State Govt., the company filed writ petition in the Single Bench of Hon. High Court of Kerala. The Hon. High Court quashed State Govt. order and directed State Govt. to reconsider the ML applications. Thereafter, an Appeal filed by State Govt. was dismissed by the Division Bench of Kerala High Court. The State Govt. filed SLP and thereafter Civil Appeal before the Hon. Supreme Court. The Hon. Supreme Court issued a final judgment on 8<sup>th</sup> April 2016 dismissing all appeals filed by Govt. of Kerala.

KREML has since taken up the matter with the State Govt. to implement the orders of the Hon. Supreme Court. In the Industrial Policy Statement 2018, the Govt. declared that the Hon. Supreme Court order will be implemented. In the mean while, the Govt. of India vide order dated 1.3.2019 directed premature termination of all mineral concessions of beach sand minerals held by private companies all over India under provisions of Section 4A (1) of MMDR Act and also stipulated that henceforth, any mineral concession of beach sand mineral shall be granted only to a Govt. company or corporation owned or controlled by the Government.

In view of the above, all the companies in private sector in India are not in a position to carry forward with the project implementation. We are exploring all other possibilities in this regard.

### Operational Performance

The operational performance highlights for the year 2021-22 are given below:

	2021-22	2020-21
Gross Revenue (Rs. lacs)	29019.74	23937.28
Net Profit before tax (Rs. lacs)	755.08	1762.95

### Outlook

The slight price increase received for the main product Synthetic Rutile during the current year helped the Company to make improvement in turnover from Rs. 239.15 crores to 289.76 crores during the last financial year. The scenario in respect of supply of main raw material, Ilmenite, from domestic sources remains uncertain. Hence Ilmenite will have to be imported with implication in respect of quality and price. In any case, company is making all efforts to maintain maximum level of production. Your Directors are concerned about the shortage in availability of Ilmenite and are making all efforts for sourcing of Ilmenite from domestic /international source and marketing of the product. The company is taking steps to increase the production and marketing of Ferric Chloride and the other by-products viz. Recovered TiO<sub>2</sub> and Recovered Upgraded Ilmenite.

The emergence of Covid -19 pandemic has already affected the international market in the titanium industry. The company is closely watching the situation.

### Covid -19 disclosure

Following the declaration of Covid -19 to be a Global pandemic by the World Health Organisation, the spread of Covid -19 has impacted the normal operations of businesses in many countries including India. The country has witnessed several disruptions in normal operations due to lockdowns imposed by the Government in the form of restrictions to movement of people, transportation and supply chain along with other stringent measures to contain Covid -19 spread.

Management believes that it has taken into account all the possible impact of known events and economic forecasts based on internal and external sources of information arising from Covid -19 pandemic. The company will continue to closely monitor future developments and take appropriate measures to ensure business continuity.

### Risks, Concerns and Strength

The risk factors, as far as your company is concerned, are the unpredictable situation in the availability and price of Ilmenite and Hydrochloric Acid, the major and critical raw materials of your company.

The market scenario for  $\text{TiO}_2$  Pigment and Titanium Metal industries wherein Synthetic Rutile used is highly competitive. The emergence of Covid-19 pandemic had adversely affected the international market in the titanium industry.

The major strength of your company is that its products are of highest International Standards and are well accepted by reputed buyers. Your company has been granted ISO 9001:2015 by the prestigious agency Bureau Veritas, with accreditation from UKAS London and NABCB India. The Company also got certification from N S F International, an organization designated as a Collaborating Center by the World Health Organization (WHO) for our products Ferric Chloride and Ferrous Chloride with hydrated Titania catalyst and these products conform to NSF/ANSI standard 60 for drinking water treatment.

Skilled and dedicated work force is another strength of our Company.

### Health, Safety and Environment

The company gives high priority to issues concerning health, safety and environment.

**Health** - The Company aims to provide comprehensive health services covering protective, preventive and curative health care to all the employees. Apart from being covered by Employee State Insurance scheme (ESI), the employees are also entitled to medical reimbursements under the employees' medical beneficiary scheme of the company.

**Safety** - The Company gives utmost importance for safety of employees. Safety of persons overrides all other considerations. This vision drives the company continuously to look for ways to break new barriers in safety management for the benefit of all. There has not been major accident since its inception. Safety awareness programmes are regularly conducted for the employees.

**Environment** - The Company aims to maintain a clean and pollution free environment. Environment impact assessment and qualitative risk analysis are conducted for all new/major expansion or diversification projects and all necessary safeguard measures are incorporated as part of the project. The effluent treatment plants, air emission abatement units, waste treatment/disposal facilities etc are maintained as per statutory standards. The company complies with all pollution control and environment protection regulations. The company also undertakes various environment protection programmes such as tree planting, water conservation measures, water purification and energy saving initiatives etc.

The Company had also bagged excellence award for 13 years from the Government of Kerala for implementing Pollution Control measures. The company's by-product Ferric Chloride is now widely and successfully used in water purification and effluent treatment. Another by-product cemox helps in reducing the ecological problems by helping to reduce clay mining and as a supplement to Iron Ore supply.

**Internal Control Systems and adequacy**

Your company maintains formal internal control systems and procedures which are continuously and strictly enforced. These have been designed to provide reasonable assurance with regard to providing reliable financial information, compliance with applicable statutes, safeguarding assets and ensuring adherence to Company's corporate policies. These systems and procedures, which are routinely tested and certified by your company's statutory and internal auditors and reviewed by the audit committee, are found to be adequate and effective.

**Human Resources**

Your company values its human resources as the greatest asset and maintains harmonious industrial relations. The company provides adequate training to all the employees and undertakes various employee welfare measures.

**ANNEXURE- VII****CORPORATE GOVERNANCE REPORT****1. Company Philosophy**

Cochin Minerals and Rutile Limited have always focused on good Corporate Governance practices as it believes that a strong corporate governance policy is indispensable to healthy growth of business and long term value creation for the company's stakeholders. Good corporate governance provides an appropriate framework for the Board and the Management to carry out the objectives that are in the interests of the Company and the shareholders. The company endeavors to enhance and protect the long term interest of all its stakeholders keeping in mind corporate social responsibility. The company has been doing exemplary service in the CSR front since its inception. The company has been supplying free meals to several school children in the local Grama Panchayat and distributing education aids to student. The company gives financial aid to girls of poor families for their marriage, has supplied dialysis units in Govt. Hospitals, ambulance for Grama Panchayat, treatment and financial aid for orphanages etc. The company has also supplied plant saplings to local community for environmental protection measures. The company has also contributed substantial amount to Chief Ministers Distress Relief Fund in the past. The company is in full compliance with all the corporate governance requirements of the guidelines on corporate governance stipulated under the SEBI Listing Regulations 2015.

The Certificate of Compliance by the C E O and C F O submitted to the Board in this regard is annexed.

It is the policy of the company to continuously improve the product quality to the total satisfaction of the customers by the contribution of skills, talents and innovations of its employees.

The Company has a well defined Policy to provide and maintain safe and healthy working environment to achieve total safety of employees, environment, equipments, processes and movable and immovable objects. Its commitment to safety is ensured by having an effective system, maintaining inbuilt facilities, following good safety practices with the active participation of people working in the Company. These efforts have resulted in accomplishing an accident free 2021-22. The company lays special emphasis on protection of the environment through various pollution control measures and green initiatives.

**2. Board of Directors:****(i) Composition:**

The company has a non-executive and independent Chairman. Out of the total strength of 11 members of the Board, 9 are non-executive and out of nine, four are independent. The composition of the Board is in conformity with the Governance requirements, which stipulate that 50 per cent of the Board should comprise non-executive directors and, if the Chairman is non-executive, 1/3<sup>rd</sup> of the Board should be independent.

The names and categories of the Directors on the Board, their attendance at Board Meetings and Annual General Meeting, number of directorships in other companies and total committee membership/chairmanship are given in **Table - A**.

**TABLE – A – Board of Directors – Details**

Name	Position	Board Meetings held during the year	Board Meetings Attended	Last AGM attended or not	Directorship in other Companies	Total Committee Memberships
Shri. R.K. Garg	Chairman, Non-Executive, Independent	5	5	Yes	2	4
Dr. S.N. Sasidharan Kartha	Managing Director, Executive	5	5	Yes	4	2
Shri. Mathew M. Cherian	Non-Executive	5	5	Yes	2	1
Shri. Achutha Janardhana Pai	Non-Executive Independent	5	5	Yes	19	3
Shri. G.R. Warriar	Non-Executive Independent	5	5	Yes	1	4
Smt. Jaya S.Kartha	Non-Executive	5	5	Yes	1	1
Shri. Saran S. Kartha	Joint Managing Director, Executive	5	5	Yes	2	2
Shri. Anil Ananda Panicker	Non-Executive	5	5	Yes	2	-
Shri. Nabil Mathew Cherian	Non-Executive	5	5	Yes	1	1
Shri. R. Ravichandran	Non-Executive (KSIDC Nominee)	5	5	Yes	4	-
Shri. T. P. Thomaskutty	Non-Executive Independent	5	5	Yes	1	3



## Changes in Board of Directors

There was no change in Board of Directors during the year.

### ii) Meetings:

5 (five) meetings of the Board were held during the year ended 31<sup>st</sup> March 2022. These were on 29<sup>th</sup> June, 2021, 4<sup>th</sup> August, 2021, 3<sup>rd</sup> September, 2021, 8<sup>th</sup> November, 2021, 14<sup>th</sup> February, 2022. The gap between any two meetings did not exceed four months.

### iii) Attendance:

Attendance of each Director at the Board Meetings and last Annual General Meeting are given in Table - A.

iv) Share holding in the company by non-executive directors as on 31/03/2022 were as follows:

Director	Shares Held
1. Mr. R K Garg	2500
2. Mr. Mathew M Cherian	478068
3. Mrs. Jaya S Kartha	386740
4. Mr. G. R. Warrior	750
5. Mr. Achutha Janardhana Pai	1300
6. Mr. Anil Ananda Panicker	143772
7. Mr. Nabel Mathew Cherian	1300

## 3. Code of Conduct under corporate governance regulations

The company has adopted a code of conduct for its Board members and senior management personnel, in compliance of the corporate governance guidelines. The code is applicable to all Board members and senior management personnel, who have affirmed their compliance with the code during the year, ended 31<sup>st</sup> March 2022. The declaration by the Managing Director (CEO) as regards compliance with the code is annexed.

## 4. Code of Conduct under Insider Trading Regulations

The company has adopted a code of conduct for its Board members and designated employees in compliance of the SEBI (Insider Trading) regulations. The company has obtained prescribed undertakings from all directors and designated employees as regards compliance with the code.

## 5. Secretarial Standards and Audit

The company adheres to the mandatory and non-mandatory secretarial standards issued by the Institute of Company Secretaries of India on important corporate practices such as Board Meetings, General Meetings, payment of dividend, maintenance of registers and records, minutes of meetings, transmission of shares, passing of resolutions by circulation and Board's report. The company has also undergone secretarial audit by an independent Company Secretary in whole time practice.

## 6. Audit Committee

The Audit Committee of the company during the year consisted of 6 members out of which 4 non – executive and independent Directors, three of them having expert knowledge in Finance and Accounts and two Executive Directors. The terms of reference of the committee included the following:

- Reviewing financial statements before submission to the Board.
- Reviewing quarterly working results and limited review reports of the auditors.
- Reviewing audited financial accounts and audit report before submission to the Board.
- Reviewing accounting policies and practices.
- Recommending appointment of Auditors and fixing their remuneration.
- Discussion with internal auditors regarding nature, scope and findings of audit.
- Reviewing internal control and internal audit systems and their compliance thereof.

The audit committee is empowered to seek information from any employee, if necessary. No employee is denied access to the audit committee.

The audit committee met four times during the year ended 31st March, 2022. These were on 29th June, 2021, 4th August, 2021, 8th November, 2021, 14th February, 2022. The attendance record is given in “Table – B”. The Company Secretary of the Company is the Secretary of the Committee.

<b>Table B – Audit Committee Attendance</b>		
<b>Names of Member Directors</b>	<b>No: of meetings held</b>	<b>Meetings attended</b>
Shri. R.K. Garg (Chairman)	4	4
Shri. Achutha Janardhana Pai	4	4
Shri. G R Warriar	4	4
Dr. S. N. Sasidharan Kartha	4	4
Shri. Saran S. Kartha	4	4
Shri. T. P. Thomaskutty	4	4

## 7. Vigil Mechanism

The company has devised a vigil mechanism in the form of a Whistle Blower Policy in pursuance of provisions of Section 177 (10) of the Companies Act, 2013 and details whereof is available on the company’s website at [www.cmrlindia.com](http://www.cmrlindia.com) > policies. During the year under review, there were no complaints received under this mechanism.

## 8. Nomination & Remuneration Committee:

In compliance with Section 178 of the Companies Act, 2013, the Board has constituted the Remuneration Committee as the “Nomination and Remuneration Committee” consisting of the following Independent Directors.

- |    |                              |   |          |
|----|------------------------------|---|----------|
| 1. | Shri. Achutha Janardhana Pai | - | Chairman |
| 2. | Shri. R K Garg               | - | Member   |
| 3. | Shri. G R Warriar            | - | Member   |
| 4. | Shri. T P Thomaskutty        | - | Member   |

The remuneration committee is vested with all the necessary powers and authority to determine and recommend the remuneration payable to the executive directors and key management personnel. At present the Company has only two Executive Directors ie. Dr. S N Sasidharan Kartha, the Managing Director and Shri. Saran S Kartha, Joint Managing Director. The Managing Director is paid the minimum remuneration as per schedule V or 5% of the net profits of the Company whichever is higher. No other perquisite, incentives or stock options are payable to him. Mr. Saran S Kartha, Joint Managing Director is also paid remuneration not exceeding the limits specified in Part II, Section II of Schedule V to the Companies Act, 2013, or any other statutory modifications or enactments thereof for the time being in force or 5% of the net profits of the company, whichever is higher. No other perquisite, incentives or stock options are payable to him.

#### **Particulars of Nomination and Remuneration Committee meeting and attendance of members**

<b>Table – C- Remuneration Committee Attendance</b>		
<b>Names of Member Directors</b>	<b>No. of meetings held</b>	<b>No. of meetings attended</b>
Shri. Achutha Janardhana Pai (Chairman)	1	1
Shri. R K Garg	1	1
Shri. G R Warriar	1	1
Shri. T.P Thomaskutty	1	1

Details of remuneration paid to Directors during the year are given in “Table – D”.

#### **TABLE – D – Remuneration to Directors**

<b>Name</b>	<b>Sitting Fees (Rs.)</b>	<b>Salary (Rs.)</b>	<b>Contribution to PF (Rs.)</b>	<b>Total (Rs.)</b>
Shri. R.K. Garg	9,50,000.00			9,50,000.00
Dr. S.N. Sasidharan Kartha		3,00,00,000.00	36,00,000.00	3,36,00,000.00
Shri. Mathew. M. Cherian	5,50,000.00			5,50,000.00
Shri. Achutha Janardhana Pai	9,00,000.00			9,00,000.00
Shri. R. Ravichandran				
(KSIDC Ltd. Nominee)	5,00,000.00			5,00,000.00
Shri. G.R. Warriar	9,50,000.00			9,50,000.00
Smt. Jaya.S.Kartha	5,50,000.00			5,50,000.00
Shri. Saran S Kartha		1,20,00,000.00	14,40,000.00	1,34,40,000.00
Shri. Anil Ananda Panicker	5,00,000.00			5,00,000.00
Shri. Nabel Mathew Cherian	5,50,000.00			5,50,000.00
Shri. T P Thomaskutty	9,00,000.00			9,00,000.00
	<b>63,50,000.00</b>	<b>4,20,00,000.00</b>	<b>50,40,000.00</b>	<b>5,33,90,000.00</b>

**There were no other remuneration/benefits paid/payable to the directors.**

### 9. Familiarization programme for Independent directors

The company has adopted a policy for Familiarization programme for independent directors. The details are available on the company's website [www.cmrlindia.com](http://www.cmrlindia.com) > policies.

### 10. Share Transfer Committee

Share Transfer Committee consists of three members including Compliance Officer and Chief Financial Officer, as the members of the Committee. The committee reviews and approves the transfers and transmission of equity shares, issue of duplicate share certificate etc.

The Company's shares are compulsorily traded in demat form. However, the Share Transfer committee met at frequent intervals i.e 3 times during the year. There were no pending transfers as on 31<sup>st</sup> March 2022.

### 11. Stakeholders Relationship Committee

The committee met once during the financial year ended 31st March, 2022. The date of meeting was 14.02.2022.

The outstanding investor complaints as on 31.03.2022 were NIL.

Particulars of Stakeholder Relationship Committee meeting and attendance of members.

Names of Directors	No. of meetings held	No. of meetings attended
Shri. R K Garg	1	1
Shri. Mathew M Cherian	1	1
Smt. Jaya S Kartha	1	1
Shri. Nabel Mathew Cherian	1	1

### 12. Independent Directors Committee

As mandated by clause VII of schedule IV of the Companies Act 2013, a meeting of Independent Directors was held on 14.02.2022 during the financial year 2021-22.

Particulars of Independent Directors Committee meeting and attendance of members.

Names of Directors	No. of meetings held	No. of meetings attended
Shri. R.K. Garg (Chairman)	1	1
Shri.Achutha Janardhana Pai	1	1
Shri. G R Warriar	1	1
Shri. T P Thomaskutty	1	1

### 13. Share Transfer System

- a) The shares, in physical form received for transfer are processed and transfers effected generally within a period of 10 days from the date of receipt, provided the documents are valid and complete in all respects. Physical shares for demat are received by the Registrar & Transfer Agents and processed within the stipulated time. The authority for approving Share Transfers is delegated to the share transfer committee.

Transfer of dematerialized shares is affected through the depositories, with no involvement of the company.

**b) Registrar and Share Transfer Agents**

M/s. SKDC Consultants Ltd.,  
 "Surya", 35, Mayflower Avenue,  
 Behind Senthil Nagar, Sowripalayam Road,  
 Coimbatore - 641028.  
 Ph: 0422 – 4958995, 2539835-836.  
 Fax: 91 422 2539837.  
 E-mail: info@skdc-consultants.com.

**14. General Body Meetings:**

(a) Location and time of last 3 Annual General Meetings are given below.

Year	Location	Date	Time
2018-19	Aluva, Kerala	03.09.2019	9.30 A.M
2019-20	Aluva, Kerala	28.09.2020	12.00 Noon
2020-21	Aluva, Kerala	03.09.2021	10.30 A.M

**(b) Special resolution/s passed in the last 3 Annual General Meetings**

2018-2019 - 1. Re-appointment of Joint Managing Director

2. Re-appointment of Independent Director - Shri. Achutha Janardhana pai

3. Re-appointment of Independent Director – Shri. R K Garg

4. Re-appointment of Independent Director – Shri. G R Warriar

5. Revision of Remuneration of Managing Director

2019-2020 - 1. Re-appointment of Managing Director

2. Re-appointment of Independent Director – Shri. T P Thomaskutty

2020-2021 - NIL

**(c) Postal Ballot:**

No resolution was put through postal ballot during last year. None of the business proposed in the ensuing AGM require passing a resolution through postal ballot.

**15. Disclosures.**

a) Disclosure of materially significant related party transactions that may have potential conflict with the interests of the company.

No transaction of material nature has been entered into by the company with its promoters, directors, the management, subsidiaries or relatives etc. that may have potential conflict with the interests of the company.

b) Disclosure of non-compliance

There were no instances of non-compliance and no penalty or strictures imposed on the company by the stock exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

c) Shares Suspense account

The company had no shares in the demat suspense account or unclaimed suspense account.

**d) Discretionary requirements**

The company has fulfilled the following non-mandatory requirements as per Section II (E) of the Listing Regulation.

- i) The company continues in a regime of unqualified statutory financial statements.
- ii) The company ensures that independent directors of the company have the requisite qualification and experience which would be of use to the Company.
- iii) Separate persons occupy the position of Chairman and the Managing Director (C E O).
- iv) The Internal Auditor report directly to the Audit Committee.

**e) The company has no subsidiary.**

**f) The company has no hedging activities. The commodity price risks are discussed in the Management Discussion and Analysis Report.**

**16. Means of Communication.**

The quarterly, half yearly and annual working results of the company are published in newspapers like Financial Express and Kerala Kaumudi. The management Discussion and Analysis is included as a part of the Annual Report for the year ended 31<sup>st</sup> March 2022.

**17. General Shareholder Information.**

**Annual General Meeting : Thursday, 1<sup>st</sup> September, 2022 at 11.30 A.M.**

**Mode and Venue : AGM will be convened through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at the Company's Registered Office at Aluva.**

**Financial Year : Year ended 31<sup>st</sup> March, 2022.**

**Book Closure Date : 26.08.2022 to 01.09.2022(both days inclusive).**

**Listing : The shares of the company are listed at BSE Ltd.**

**Stock Code : COCHRD 513353.**

**Demat ISIN : INE 105D01013.**

**Divident Payment Date : Within 30 days from the date of declaration**

**Stock Exchange : BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai-400001

**18. Market Price Data**

The High/Low prices of the company's shares at the BSE Ltd. during each month of the financial year 2021-2022 are given below:

Month	Year	Month's High (Rs.)	Month's Low (Rs.)
April	2021	144.00	97.00
May	2021	150.30	117.00
June	2021	145.00	130.50
July	2021	190.00	137.25
August	2021	186.00	125.50
September	2021	145.00	125.25
October	2021	137.00	117.00
November	2021	133.00	110.00
December	2021	121.30	104.30
January	2022	149.90	112.00
February	2022	139.90	96.70
March	2022	138.00	99.00

**19. Distribution of Shareholding as on 31<sup>st</sup> March 2022.****a. Category-wise Distribution**

Promoters	52.343
Banks/FIS/mutual funds	0.617
NRIs	0.845
Private Corporate Bodies	1.913
Others	44.282
<b>Total</b>	<b>100.000</b>

**b. Value-wise Distribution****Distribution of holdings as on 31/03/2022.**

Value (Rs)	No. of Holders	%	Amount	%
Up to 5,000	8419	92.9147	883078	11.28
5,001 - 10,000	350	3.8627	284410	3.63
10,001 - 20,000	121	1.3354	183090	2.34
20,001 - 30,000	65	0.7174	163559	2.09
30,001 - 40,000	21	0.2318	72748	0.93
40,001 - 50,000	17	0.1876	81747	1.04
50,001 - 1,00,000	20	0.2207	153694	1.96
1,00,001 - And Above	48	0.5297	6007674	76.73
<b>Total</b>	<b>9061</b>	<b>100.0000</b>	<b>78300000</b>	<b>100.00</b>

**20. Dematerialisation of Shares and Liquidity.**

96.31 percent of the company's paid-up capital is held in demat form as on 31<sup>st</sup> March 2022. Trading in the shares of the company is permitted only in demat form for all investors. The company has signed agreements with National Securities Depository Limited and Central Depository Services (India) Limited to offer depository services for the company.

The shares of the company are regularly traded at the BSE Ltd. and has good liquidity.

**21.Outstanding GDR/ADR/Warrants/Convertible instruments and their impact on equity.**

Not applicable to the company.

**22. Plant Location.**

Edayar Industrial Development Area,  
Muppathadom P.O, Binanipuram,  
Kerala – 683110.  
Tel. – 0484 – 2532186.

**23. Address for Correspondence.**

Cochin Minerals and Rutile Limited,  
P.B. No. 73, VIII/224, Market Road,  
Aluva – 683 101, Kerala.  
Tel: 0484 – 2626789.  
Fax: 0484 – 2625674.  
E-mail: cmrlexim@cmrlindia.com, cmrlexim@dataone.in.



**Annexure - VIII****AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To

The members of Cochin Minerals and Rutile Limited

1. We A K MURALEE & CO, Chartered Accountants, the Statutory Auditors of Cochin Minerals and Rutile Limited ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended 31<sup>st</sup> March 2022, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

**Management's Responsibility**

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

**Auditors' Responsibility**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirement by the Company
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on the Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), THE STANDARDS ON Auditing specified under Section 143(10) of the Companies Act, 2013, insofar as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

**Opinion**

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate

Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of the Schedule V of the SEBI Listing Regulations during the year ended March 31, 2022

8. We State that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

Alwaye  
23/05/2022

For A K MURALEE & CO,  
Chartered Accountants,  
(Firm Reg.No. 011817S)

Muralee Krishnan.A.K,  
Proprietor  
Membership No.217127  
UDIN-22217127AJKEXQ9161

**Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct in terms of Clause 26 of the Listing Regulations**

This is to confirm that the company has adopted a code of conduct for its Board Members and Senior Management Personnel and that the company has in respect of the Financial Year ended 31<sup>st</sup> March 2022 received Affirmations from the Board Members and Senior Management Personnel as regards compliance with the code, as applicable to them.

Aluva,  
23.05.2022

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

**Form No. MR-3****SECRETARIAL AUDIT REPORT  
For the financial year ended 31<sup>st</sup> March 2022**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members  
Cochin Minerals and Rutile Limited  
Aluva

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cochin Minerals and Rutile Limited, (CIN L24299KL1989PLC005452) (hereinafter called 'the company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID – 19 pandemic, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2022 according to the applicable provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and By-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable during the audit period)
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the audit period)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the audit period)
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable during the audit period)
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the audit period)
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the audit period)
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- VI. Other laws/regulations identified by the company as specifically applicable to it, namely:
- (i) Factories Act, 1948;
  - (ii) Import – Export rules & regulations as applicable to Export Oriented Units;
  - (iii) The Environment Protection Act, 1986 and Rules thereunder;
  - (iv) Air(Prevention and Control of Pollution) Act, 1981 and the Rules made thereunder;
  - (v) Water(Prevention and Control of Pollution)Act, 1974 and the Rules made thereunder;
  - (vi) Hazardous Wastes (Management and Handling) Rules, 1989 and amendments from time to time;
  - (vii) The Explosives Act, 1884 and Rules made thereunder;
  - (viii) The Boilers Act, 1923;
  - (ix) Legal Metrology Act, 2009 and the Rules made thereunder;
  - (x) Public Liability Insurance Act, 1991

We have also examined the compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with the BSE Limited;

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all directors of scheduled Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that during the audit period the company had no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place : Ernakulam  
Date : 25-07-2022  
UDIN: A020399D000682104

For MOHANS & Associates  
Company Secretaries

(MALATHY N)  
Partner  
ACS 20399, C P 23062  
PR 1248/2021

Note :

1. This Report is to be read with our letter of even date in Annexure A, which forms an integral part of this report.

**ANNEXURE A**

To  
The Members,  
Cochin Minerals and Rutile Limited  
Aluva

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ernakulam  
Date : 25-07-2022  
UDIN: A020399D000682104

For MOHANS & Associates  
Company Secretaries

(MALATHY N)  
Partner  
ACS 20399, C P 23062  
PR 1248/2021

May 16, 2022

To

The Board of Directors  
Cochin Minerals and Rutile Limited

Sub: CEO/CFO Certification in Terms of Clause V of the Corporate Governance Regulations.  
Financial Year 2021-2022.

This is to certify that:

- a) We have reviewed the financial statements and the cash flow statement for the year ended 31.03.2022 and that to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and there were no deficiencies in the design or operation of such internal controls, of which we were aware.
- d)
  - i) There were no significant changes in internal control over financial reporting during the year.
  - ii) There were no significant changes in accounting policies during the year and
  - iii) There were no instances of significant fraud, of which we were aware, for reporting.

Sd/-  
Dr. S.N. Sasidharan Kartha  
Managing Director

Sd/-  
K S Suresh Kumar,  
Chief Financial Officer.



**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF COCHIN MINERALS AND RUTILE LIMITED**

Report on the Audit of the Standalone Financial Statements

**Opinion**

We have audited the accompanying standalone financial statements of Cochin Minerals And Rutile Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the standalone financial statement including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Key Audit Matters**

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Revenue recognition	Auditor's Response
	We have identified revenue recognition as a key audit matter since revenue is significant to standalone financial statements and is required to be recognized as per the requirements of applicable accounting framework	<p>In view of the significance of matter, our auditing procedures included the following.</p> <p>Assessment of design and implementation of controls, in addition to testing the effectiveness of key controls in respect of revenue recognition.</p> <p>Testing on sample basis specific transactions before and after the financial year end date including examination of credit notes issued after the year end to determine whether the revenue has been recognized at the appropriate financial period.</p> <p>Inventory reconciliation, checking of receivable balances, substantive test for cut offs and analytical review procedures.</p>

#### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Management & Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance Report and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is no material misstatement of this other information & we have nothing to report in this regard.

#### **Responsibility of Management and those charged with governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the IndAS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevent-

ing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists,

we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the IndAS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of sec.197(16) of the act, as amended: in our opinion and to the best of our information and according to the explanations given to us: the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For A K MURALEE & CO  
Chartered Accountants  
(Firm Registration No.011817S)

Always  
23/05/2022

Muralee krishnan.A.K  
Proprietor  
(Membership No.217127)  
UDIN-22217127AJKEXJ5798

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Cochin Minerals and Rutile Limited of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of COCHIN MINERALS AND RUTILE LIMITED (“the Company”) as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial controls over financial reporting issued by the Institute of Chartered Accountants of India. The responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the companies Act, 2013

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the company’s financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company’s internal financial controls system over financial reporting of the Company.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention of timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A K MURALEE & CO  
Chartered Accountants  
(Firm Registration No.011817S)

Muralee krishnan.A.K  
Proprietor  
(Membership No.217127)  
UDIN-22217127AJKEXJ5798

Always  
23/05/2022



**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Cochin Minerals and Rutile Limited of even date)**

i. In respect of the Company's fixed assets:

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) As per our information as explained by the management, the company does not have any intangible assets.
- (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements are held in the name of the company.
- (d) The company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As per our information and as explained by the management, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

- ii. a) As explained to us, inventories have been physically verified by the management at regular intervals during the year. In our opinion, the frequency of such verification is reasonable. No material discrepancies were noticed on such physical verification.
- b) The company has sanctioned working capital limits in excess of five crore rupees in aggregate from banks or financial institutions on the basis of security of current assets; the difference at the year end and half yearly statements filed by the company with the bank are shown below.



In lakhs				
	As per balance sheet	As per statement submitted to bank	Difference	Reason
March 2022 Inventory(raw material, chemical and fuel)	2545.69	3061.48	515.79	Change in valuation method of raw material from FIFO to weighted average.
Trade receivable	2975.24	3018.55	43.31	In accounts, the difference is due to exchange rate difference in realization of export bills.
September 2021 Inventory(raw material, chemical and fuel)	1144.21	1201.91	57.70	Change in valuation method of raw material from FIFO to weighted average.
Trade receivable	6736.78	6736.78	No difference	-

- iii. The company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to the companies, firms limited liability partnerships or any other parties.
- iv. The company has not provided any loans, investments, guarantees and security, as per provisions of sections 185 and 186 of the companies act.
- v. The Company has not accepted deposits during the year and therefore, the directives issued by the reserve bank of India and the provisions of sections 73 to 76 of the relevant provisions of the companies act and the rules made thereunder are not applicable.
- vi. The company is maintaining cost records, but cost audit is not applicable as per rule 3(1) of Companies (Cost Records and Audit ) Rules, 2014
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Goods and service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and other material statutory dues applicable to it, with the appropriate authorities.

- (b) According to the information and explanations given to us and based on the records of the company, there are no dues of Goods and service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service tax, Duty of Customs, Duty of Excise, Value added Tax, Cess which have not been deposited on the account of dispute.

In the case of search and seizure by income tax department (DIT investigation, Cochin) on 25/01/2019, the management has informed that no demand notice was received from the department and the amount of liability if any, at the year and cannot be quantified. So no provision is made for any liability.

- viii. There are no transactions that are not recorded in the books of accounts to be surrendered or disclosed as income during the year in the tax assessments under the income tax act 1961.

ix.

- a) In our opinion and according to the explanations given to us, the Company has not defaulted in repayment of loans or borrowings or payment of interest any lender to the financial institutions, banks and Government or dues to debenture holders. There were no debenture holders at any time during the year.
- b) the company is not declared as a willful defaulter by any bank or financial institutions or other lender.
- c) The term loans were applied for the purpose for which the loans have been obtained.
- d) Funds raised on short term basis have not been utilized for long term purposes.
- e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x.

- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

xi.

- a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- c) The company has not received any whistle-blower complaints during the year.

- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties as required by the applicable accounting standards.
- xiv.
- (a) The company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered the reports of the Internal Auditors for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- xvii. The company has not incurred cash loss in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignations of statutory auditors during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, and as per our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. There is no unspent amount remaining in CSR activities.
- xxi. There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies to be considered in the standalone financial statements.

For A K MURALEE & CO,  
Chartered Accountants  
(Firm Registration No.011817S)

Always  
23/05/2022

Muralee Krishnan.A.K  
Proprietor  
(Membership No.217127)  
UDIN-22217127AJKEXJ5798

# BALANCE SHEET AS AT 31<sup>st</sup> MARCH 2022

(₹) Lacs

PARTICULARS	NOTE NO	As at Mar 31, 2022	As at Mar 31, 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property , Plant & Equipment	4	1,725.38	1,802.09
(b) Capital Work in Progress	5	508.01	505.19
(c) Financial Assets:			
(i) Non current investment	6	1,413.24	1,402.01
(ii) Deferred tax Assets (net)	7	42.30	48.65
(iii) Other Assets	8	502.50	499.98
<b>Total Non- Current Assets</b>		<b>4,191.43</b>	<b>4,257.92</b>
<b>Current Assets</b>			
(a) Inventories	9	5,088.25	2,563.79
(b) Financial Assets:			
(i) Trade Receivables	10	2,975.24	2,588.83
(ii) Cash and Cash Equivalents	11	31.56	126.08
(iii) Other Balances with Banks	12	2,494.76	17.99
(c) Current Tax Assets (net)	13	1,259.89	1,115.11
(d) Other Current Assets	8	1,843.92	941.49
<b>Total Current Assets</b>		<b>13,693.62</b>	<b>7,353.29</b>
<b>TOTAL ASSETS</b>		<b>17,885.05</b>	<b>11,611.21</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Share Capital	14	783.00	783.00
b) Other Equity	15	8,372.15	7,754.71
<b>Total Equity</b>		<b>9,155.15</b>	<b>8,537.71</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Long term Borrowings	16	-	17.50
(b) Provisions	19	287.79	232.46
<b>Total Non- Current Liabilities</b>		<b>287.79</b>	<b>249.96</b>

(₹) Lacs

<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Short Term Borrowings	16	17.54	863.19
(ii) Trade Payables	17	8,013.58	1,551.23
(iii) Other Financial Liabilities	18	6.15	9.39
(b) Other Current Liabilities	20	303.47	349.11
(c) Provisions	19	101.37	50.62
<b>Total Current Liabilities</b>		<b>8,442.11</b>	<b>2,823.54</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>17,885.05</b>	<b>11,611.21</b>

Notes forming part of the financial statements

Significant accounting policies 1.B

See accompanying notes forming part of financial statements

Place : Aluva

Date : 23.05.2022

**As per Annexed Report of even date**

A. K. MURALEE KRISHNAN B.Sc., F.C.A., DISA, MBA  
 CHARTERED ACCOUNTANT  
 Membership No. 217127

R.K. Garg  
 Chairman

Dr. S.N. Sasidharan Kartha  
 Managing Director

Saran S. Kartha  
 Joint Managing  
 Director

Mathew M. Cherian  
 Director

G. R. Warriar  
 Director

DIN : 00644462

DIN : 00856417

DIN : 02676326

DIN : 01265695

DIN : 01146202

Achutha Janardhana Pai  
 Director

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Jaya S. Kartha  
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Anil Ananda Panicker  
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R. Ravichandran  
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DIN : 00968758

Nabiel Mathew Cherian  
 Director

DIN : 03619760

T.P. Thomaskutty  
 Director

DIN : 01473957

Suresh Kumar P.  
 Chief General Manager (Finance)  
 & Company Secretary

K. S. Suresh Kumar  
 Chief Financial Officer

# STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2022

(₹) Lacs

	PARTICULARS	NOTE NO.	As at Mar 31,2022	As at Mar 31,2021
	<b>Revenue from operations</b>			
I	Sale of Products	21	28,976.09	23,915.07
II	Other Income	22	43.65	22.21
III	<b>TOTAL INCOME</b>		<b>29,019.74</b>	<b>23,937.28</b>
IV	<b>EXPENSES</b>			
	Cost of material consumed	23	17,243.79	10,472.59
	Changes in inventories of finished goods , work in process and stock in trade	24	(1,075.58)	962.84
	Employee Costs	25	2,235.39	2,100.40
	Finance Costs	26	17.19	140.54
	CSR Expenses		30.63	43.92
	Depreciation/amortisation expense	4	102.77	116.13
	Other Expenses	27	9,710.47	8,337.91
V	<b>TOTAL EXPENSES</b>		<b>28,264.66</b>	<b>22,174.33</b>
	<b>Profit/Loss before tax (III-V)</b>		<b>755.08</b>	<b>1,762.95</b>
VI	<b>Tax Expense:</b>			
	(1) Current Tax		126.14	256.77
	(2) Deferred Tax		7.85	695.27
VII	<b>PROFIT/(LOSS) FOR THE PERIOD</b>		<b>621.09</b>	<b>810.91</b>
VIII	<b>OTHER COMPREHENSIVE INCOME</b>			
A	<b>(i) Items that will not be reclassified to Profit &amp; Loss account</b>			
	(a) Remeasurement of defined benefit plans-Gain/(Loss)		(16.39)	(9.35)
	(b) Net changes in fair values of investments carried at fair value through OCI-Gain /(Loss)		11.24	6.18
	(ii) Income tax relating to A (i)		1.50	0.92

(₹) Lacs

B	(i) Items that will be reclassified to Profit & Loss account			
	(a) Others		0.00	0.00
	(ii) Income tax relating to B (i)		0.00	0.00
	<b>Total Other Comprehensive Income</b>		<b>(3.65)</b>	<b>(2.25)</b>
<b>IX</b>	<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>617.44</b>	<b>808.66</b>
	Earnings per equity share (EPS)			
	(Nominal value of share Rs. 10)			
	(1) Basic		7.93	10.36
	(1) Diluted		7.93	10.36

**Notes forming part of the financial statements**

Significant accounting policies 1.B

See accompanying notes forming part of financial statements

Place : Aluva

Date : 23.05.2022

**As per Annexed Report of even date**

A. K. MURALEE KRISHNAN B.Sc., F.C.A., DISA, MBA  
 CHARTERED ACCOUNTANT  
 Membership No. 217127

R.K. Garg  
 Chairman

Dr. S.N. Sasidharan Kartha  
 Managing Director

Saran S. Kartha  
 Joint Managing  
 Director

Mathew M. Cherian  
 Director

G. R. Warriar  
 Director

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 Chief General Manager (Finance)  
 & Company Secretary

K. S. Suresh Kumar  
 Chief Financial Officer

## STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL <span style="float: right;">(₹) lacs</span>		
As at 1 <sup>st</sup> April 2021	Changes during the year	As at 31 <sup>st</sup> March 2022
783.00	-	783.00
As at 1 <sup>st</sup> April 2020	Changes during the year	As at 31 <sup>st</sup> March 2021
783.00	-	783.00

B. OTHER EQUITY <span style="float: right;">(₹) lacs</span>						
PARTICULARS	Reserves & Surplus				Other Equity	Total Other Equity
	Capital Reserve	Investment subsidy Kerala government	General reserve	Retained Earnings	FVTOCI	Total
Balance as at 1 <sup>st</sup> April 2021	0.44	15.00	2,206.91	5,521.44	10.92	7,754.71
Profit / (Loss) for the year	-	-	-	621.09	-	621.09
Other Comprehensive Income	-	-	-	(11.61)	7.96	(3.65)
Total Comprehensive Income	-	-	-	609.48	7.96	617.44
Balance as at 31 <sup>st</sup> March 2022	0.44	15.00	2,206.91	6,130.92	18.88	8,372.15



PARTICU- LARS	Reserves & Surplus				Other Equity	Total Other Equity
	Capital Reserve	Investment subsidy Kerala govt	General reserve	Retained Earnings	FVTOCI	
Balance as at 1 <sup>st</sup> April 2020	0.44	15.00	2,206.91	4,717.15	6.54	6,946.04
Profit / (Loss) for the year	-	-	-	810.91	-	810.91
LESS: Dividend and divi- dend tax	-	-	-	-	-	-
Other Compre- hensive Income	-	-	-	(6.62)	4.38	(2.24)
Total Com- prehensive Income	-	-	-	804.29	4.38	808.67
Balance as at 31 <sup>st</sup> March 2021	0.44	15.00	2,206.91	5,521.44	10.92	7,754.71

(₹) lacs

## STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2022

(₹) Lacs

		For the Year ended March 31,2022	For the year ended March 31,2021
<b>A.</b>	<b>Cash Flow from Operating activities</b>		
	Profit Before Tax	755.08	1,762.95
	Adjustment For:		
	Depreciation and amortisation	102.77	116.13
	Interest & Dividend Income	(27.01)	(14.04)
	Finance costs	17.19	140.54
	<b>Change in operating assets &amp; liabilities:</b>		
	(Increase)/Decrease in Inventories	(2,524.46)	3,801.64
	(Increase)/Decrease in Trade Receivables	(386.41)	(1,027.30)
	(Increase)/Decrease in Current Tax Assets	(20.91)	(6.02)
	(Increase)/Decrease in Other financial assets non-current	(2.52)	7.46
	(Increase)/Decrease in Other financial assets - current	(902.43)	(298.74)
	(Increase)/Decrease in Other bank balances	(2,476.77)	287.06
	Increase/(Decrease) in Trade Payables- current	6,462.35	(5,542.77)
	Increase/(Decrease) in other current liabilities	(45.64)	179.14
	Increase/(Decrease) in Provisions, current	50.75	(43.18)
	Increase/(Decrease) in Provisions, non current	55.33	42.51
	Increase/(Decrease) in Other financial liabilities current	(3.24)	(86.38)
	Income Tax Advance paid (Net)	(250.00)	(220.67)
	Adjustments for fair value losses (gains)	(16.39)	(9.35)
	<b>Net cash flow from operating activities</b>	<b>787.69</b>	<b>(911.02)</b>
<b>B</b>	<b>Cash Flow From Investing Activities</b>		
	Dividend Received	0.00	1.12
	Interest Received	27.02	12.92
	Investment in PPE	(28.88)	(76.64)
	<b>Net cash flow from Investing Activities</b>	<b>(1.86)</b>	<b>(62.60)</b>
<b>C</b>	<b>Cash flows from financing activities</b>		
	Proceeds from Borrowings	(653.19)	968.19
	Repayment of Borrowing	(209.97)	(87.50)
	Interest paid	(17.19)	(140.54)

(₹) Lacs

	<b>Net cash flow from financing activities</b>	<b>(880.35)</b>	<b>740.15</b>
	Net Increase in cash and cash equivalents (A+B+C)	(94.52)	(233.47)
	Cash and cash equivalents at the beginning of the year	126.08	359.55
	Cash and cash equivalents at the end of the year	31.56	126.08
		For the year ended 31 <sup>st</sup> March 2022	For the year ended 31 <sup>st</sup> March 2021
	FOREIGN RECEIVABLE	2,711.66	2,258.88
	EXCHANGE RATE DIFFERENCE IMPACT	(9.22)	(32.38)
	CLOSING FOREIGN RECEIVABLE	2,702.44	2,226.50

Figures in bracket indicate cash outflows / deductions.

See accompanying notes forming part of the financial statements

Place : Aluva

Date : 23.05.2022

**As per Annexed Report of even date**

A. K. MURALEE KRISHNAN B.Sc., F.C.A., DISA, MBA  
 CHARTERED ACCOUNTANT  
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 Chief General Manager (Finance)  
 & Company Secretary

K. S. Suresh Kumar  
 Chief Financial Officer

## NOTES TO FINANCIAL STATEMENTS

### 1. Notes to financial statements for the period ended 31<sup>st</sup> March 2022

#### A. CORPORATE INFORMATION

Cochin Minerals and Rutile Ltd is a public company incorporated in India. Its shares are listed in Bombay stock exchange. The Company is engaged in the manufacture of Synthetic Rutile, Ferric Chloride, Ferrous Chloride, Iron Hydroxide (Cemox), Recovered TiO<sub>2</sub>, Recovered Upgraded ilmenite and Rutoweld.

#### B. SIGNIFICANT ACCOUNTING POLICIES (1 -14)

##### 1. BASIS OF PREPARATION

The financial statements have been prepared in accordance with India Accounting Standards (Ind AS) notified under the Companies ( Indian Accounting Standards) Rules, 2015 and with Companies ( Indian Accounting Standards) (amendment) Rules, 2016 and comply in all material aspects with the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The financial statements are presented in INR and all values are rounded to the nearest lakhs (INR 00,000), except as otherwise indicated.

##### 2. FIXED ASSETS

###### 2.1 Property, Plant and Equipment

The cost of an item of property, plant and equipment is recognized as an asset if, and only if:

- it is probable that future economic benefits associated with the item will flow to the entity; and
- the cost of the item can be measured reliably.

Fixed Assets are stated at acquisition cost less accumulated depreciation / amortization ( except leasehold land) and cumulative impairment.

Technical know-how / license fee relating to plants/facilities are capitalised as part of cost of the underlying asset.

Spare parts are capitalized when they meet the definition of PPE, i.e., when the company intends to use these during more than a period of 12 months.

The acquisition of property, plant and equipment, directly increasing the future economic benefits of any particular existing item of property, plant and equipment, which are necessary for the Company to obtain the future economic benefits from its other assets, are recognized as assets.

###### 2.2 Capital stores

Capital stores are valued at cost. Specific provision is made for likely diminution in value, wherever required.

## NOTES TO FINANCIAL STATEMENTS

### 2.3 Intangible Assets

Costs incurred on computer software purchased/developed resulting in future economic benefits, are capitalised as Intangible Asset and amortised over a period of three years beginning from the quarter in which such software is capitalised.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised

### 2.4 Depreciation/Amortization

Cost of tangible fixed assets (net of residual value) is depreciated on straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Assets costing upto Rs.5,000/-per item are depreciated fully in the year of capitalization. Spares are depreciated up to 95% over the remaining life of the main asset.

The Company depreciates components of the main asset that are significant in value and have different useful lives as compared to the main asset separately. The company depreciates general spares over the life of the spare from the date it is available for use. Such depreciation of component capital spares are capitalised through CWIP to the extent that such assets are used in the development of other assets.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**The estimated useful lives of tangible and intangibles are :**

Type of asset	Method	Useful lives
Building	Straight line	30 years
Plant & Machinery	Straight line	8 years
Furniture & Fixtures	Straight line	10years
Office Equipments	Straight line	5 years
Other Equipments :-		
Computers	Straight line	3 years
Software	Straight line	3 years
Vehicles& Material Handling Equipments	Straight line	8 years

### 3. LEASES

Company does not have any operating or finance leases.

### 4. IMPAIRMENT OF NON FINANCIAL ASSETS

Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount.

## NOTES TO FINANCIAL STATEMENTS

An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use. Impairment is recognised when the carrying amount of an asset exceeds recoverable amount.

### 5. BORROWING COST

Borrowing costs that are attributable to the acquisition and construction of the qualifying asset are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue

### 6. INVENTORIES

#### 6.1 Stores and Spares

6.1.1 Stores and Spares are valued at weighted average cost and are carried at the lower of cost or net realisable value. Specific provision is made in respect of identified obsolete stores & spares and chemicals for likely diminution in value.

6.1.2 Stores & Spares in transit are valued at cost.

### 7. PROVISIONS, CONTINGENT LIABILITIES & CAPITAL COMMITMENTS

#### 7.1 Provisions

7.1.1. Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

7.1.2 When the Company expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

7.1.3 If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### 7.1.4 Decommissioning Liability

Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

## NOTES TO FINANCIAL STATEMENTS

### 7.2 Contingent Liabilities

- 7.2.1 Show-cause Notices issued by various Government Authorities are not considered as Obligation.
- 7.2.2 When the demand notices are raised against such show cause notices and are disputed by the Company, these are classified as disputed obligations.
- 7.2.3 The treatment in respect of disputed obligations are as under:
- a) a provision is recognized in respect of present obligations where the outflow of resources is probable;
  - b) all other cases are disclosed as contingent liabilities unless the possibility of outflow of resources is remote.

### 7.3 Capital Commitments

Estimated amount of contracts remaining to be executed on capital account are considered for disclosure.

## 8. REVENUE RECOGNITION

- 8.1 CMRL is in the business of manufacture of Synthetic Rutile, Ferric Chloride, Ferrous Chloride, Iron Hydroxide (Cemox), Recovered TiO<sub>2</sub>, Recovered Upgraded ilmenite and Rutoweld.

Revenue is recognised when control of goods and services are transferred to the customer at an amount that reflects the consideration which the Company expects to be entitled in exchange for those goods or services. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Company is the principle in its revenue arrangements since it controls the goods or service before transferring to the customer.

The Company considers whether there are other promises in the contract which are separate performance obligations to which apportion of the transaction price needs to be allocated. In determining the transaction price for the Sale of products, the Company considers the effects of variable consideration, the existence of significant financing components, non cash consideration and consideration payable to the customer, if any.

Revenue from sale of products are recognised at appoint in time, generally upon delivery of products .

Dividend income is recognised when the company's right to receive dividend is established.

Interest income from banks is recognised on time proportionate basis . Interest income from financial assets is recognised on effective interest rate method. Key man insurance is recognised on receipt of amount on maturity of insurance as payment of premium paid is debited to profit and loss account.

## NOTES TO FINANCIAL STATEMENTS

### 9. TAXES ON INCOME

#### 9.1 Current Income Tax:

Provision for current tax is made as per the provisions of the Income Tax Act, 1961.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

#### 9.2 Deferred Tax:

9.2.1 Deferred tax is provided using the Balance Sheet method on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting dates.

9.2.2. Deferred tax liabilities are recognised for all taxable temporary differences.

9.2.3 Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax asset is recognised to the extent it is probable that taxable profit will be available against which deductible temporary differences and carry forward of unused tax differences and unused tax losses can be utilised.

9.2.4. Deferred tax assets and liabilities are measured based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

9.2.5 The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

9.2.6 Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or equity)

### 10. EMPLOYEE BENEFITS

#### 10.1 Short term benefits:

Short term benefits are accounted for in the period during which the services have been rendered.

#### 10.2 Post-employment benefits and other long term employee benefits:

(i) Defined contribution plans: The costs of the benefits are recognised as expense/ CWIP when the employees have rendered services entitling them to the benefits.

(ii) Compensated absences: Such costs which are not expected to occur within 12 months are recognised as actuarially determined liability at the present value of the defined benefit obligation at the date of each financial statement.

(iii) Defined Benefit Plans: The cost of providing benefits are determined using the projected unit credit method of actuarial valuations made at the date of each financial statement..

#### 10.3 Remeasurements

Remeasurements, comprising of Actuarial gains and losses are recognised in Other Comprehensive income in the period in which they occur and are not reclassified to profit and loss in subsequent periods.



## NOTES TO FINANCIAL STATEMENTS

Past service costs are recognised in profit or loss on the earlier of:

- ▶ The date of the plan amendment or curtailment, and
- ▶ The date that the Company recognises related restructuring costs.

<b>1. Reconciliation of Gratuity</b>		(₹) Lacs
<b>Particulars</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
CHANGE IN BENEFIT OBLIGATION:		
Benefit obligation (beginning)	439.39	427.27
Service cost	19.86	21.33
Interest Expense or cost	31.38	32.84
Actuarial (gain)/loss	38.35	9.35
Benefit Obligation ( at the end)	486.88	439.39
CHANGE IN PLAN ASSETS		
Fair value (beginning)	267.84	293.82
Interest income	(18.57)	(25.98)
Fair value ( at the end)	267.97	267.84
EXPENSES RECOGNISED IN STATEMENT OF PROFIT & LOSS		
Service Cost	19.86	21.33
Net interest cost	12.80	32.68
Total	32.66	54.01
EXPENSES RECOGNISED IN OCI		
Re measurement of actuarial gains/(losses)	16.39	9.34
ASSUMPTIONS:		
Discount rate (per annum)	7.02% p.a	7.5% p.a
Salary growth rate ( per annum)	4.00% p.a	4.00% p.a
Mortality rate (% of IALM of 06-08)	ILM (1994-96) Ult	ILM (1994-96) Ult
Withdrawal rate	5% p.a	8% p.a

### 11. CURRENT VERSUS NON CURRENT CLASSIFICATION

- 11.1 The Company presents assets and liabilities in the balance sheet based on current/ non- current classification.
- 11.2 An asset is treated as current when it is:
- \* Expected to be realised or intended to be sold or consumed in normal operating cycle or is held for trading
  - \* Expected to be realised within twelve months after the reporting period, or

## NOTES TO FINANCIAL STATEMENTS

- \* Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

11.3 A Liability is current when:

- \* Expected to be realised or intended to be sold or consumed in normal operating cycle or is held for trading.
- \* It is due to be settled within twelve months after the reporting period, or
- \* There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as non-current.

### 12. FINANCIAL INSTRUMENTS:

#### 12.1 Financial Assets

##### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- \* Financial Assets at amortised cost.
- \* Debt instruments at fair value through other comprehensive income (FVTOCI).
- \* Equity instruments at fair value through other comprehensive income (FVTOCI).
- \* Financial assets and derivatives at fair value through profit or loss (FVTPL).

##### 12.1.1 Financial Assets at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

## NOTES TO FINANCIAL STATEMENTS

### 12.1.2 Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

### 12.1.3 Equity investments at FVTOCI

All equity investments in scope of Ind AS 109 are measured at fair value. The company has made an irrevocable election to present subsequent changes in the fair value in other comprehensive income, excluding dividends. The classification is made on initial recognition/transition and is irrevocable.

There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

### 12.1.4 Debt instruments and derivatives at FVTPL

FVTPL is a residual category. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

### 12.1.5 Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the balance sheet) when:

- ▶ The rights to receive cash flows from the asset have expired, or
- ▶ The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay

## NOTES TO FINANCIAL STATEMENTS

to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

### 12.1.6 Impairment of financial assets

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Financial guarantee contracts which are not measured as at FVTPL.
- c) Lease receivables under Ind AS 17.

The company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

## NOTES TO FINANCIAL STATEMENTS

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- ▶ All contractual terms of the financial instrument (including prepayment extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- ▶ Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). The balance sheet presentation for various financial instruments is described below:

- ▶ Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.
- ▶ Financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- ▶ Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI

### 12.2 Financial liabilities

#### 12.2.1 Initial recognition and measurement.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including financial guarantee contracts.

#### 12.2.2 Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

## NOTES TO FINANCIAL STATEMENTS

### A. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

### B. Financial liabilities at amortised cost:

Financial liabilities that are not held for trading and are not designated at FVTPL are measured at amortised cost at the end of subsequent accounting periods based on the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings. The EIR amortisation has been calculated based on the managements perception of cash outflow which is based on expected progress of the project.

### C. Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

#### 12.2.3 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### 12.2.4 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to

## NOTES TO FINANCIAL STATEMENTS

offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### 13. CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the balance sheet comprise cash at banks and in hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### 14. FAIR VALUE MEASUREMENT

14.1 Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date at each balance sheet date in the principal market or most advantageous market assuming that market participants act in their economic interest.

14.2 A fair value measurement of a non financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use using techniques which are appropriate and for which sufficient data is available.

14.3 Fair value hierarchy:

LEVEL 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

LEVEL 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

LEVEL 3: Others including using external valuers as required

### 2. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets and liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognised prospectively in the statement of profit and loss in the period in which the estimates are revised and in any future periods attached.

### 2.1. CONTINGENCIES

The assessment of the existence and potential quantum of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

## NOTES TO FINANCIAL STATEMENTS

(₹) lacs

<b>4. Property, plant &amp; equipment &amp; Intangible Assets</b>						
<b>Property, plant &amp; equipment comprises of the following:</b>						
<b>Description</b>	<b>Land &amp; Develop-ment</b>	<b>Buildings</b>	<b>Plant &amp; Machinery</b>	<b>Furniture Office Equip-ments &amp; Other Assets</b>	<b>Vehicles &amp; Material handling equipments</b>	<b>TOTAL</b>
Cost as at April 1, 2021	867.05	1,386.27	4,676.19	330.18	258.64	7,518.33
Additions	-	-	10.78	15.28	-	26.06
Deletions	-	-	-	-	-	-
Cost as at March 31, 2022	867.05	1,386.27	4,686.97	345.46	258.64	7,544.39
Accumulat-ed depre-ciation as at April 1, 2021	-	841.39	4,374.23	285.03	215.59	5,716.24
Additions	-	51.31	25.40	15.84	10.22	102.77
Deletions	-	-	-	-	-	-
Accumulat-ed depre-ciation as at March 31 2022	-	892.70	4,399.63	300.87	225.81	5,819.01
<b>Net Car-rying amount as at March 31, 2022</b>	<b>867.05</b>	<b>493.57</b>	<b>287.34</b>	<b>44.59</b>	<b>32.83</b>	<b>1,725.38</b>



(₹) lacs						
Description	Land & Development	Buildings	Plant & Machinery	Furniture Office Equipments & Other Assets	Vehicles & Material handling equipments	TOTAL
Cost as at April 1, 2020	867.05	1,382.04	4,657.56	315.06	214.18	7,435.89
Additions	-	4.23	18.63	15.12	44.46	82.44
Deletions	-	-	-	-	-	-
Cost as at March 31, 2021	867.05	1,386.27	4,676.19	330.18	258.64	7,518.33
Accumulated depreciation as at April 1, 2020	-	784.84	4,344.35	268.37	202.55	5,600.11
Additions	-	56.55	29.88	16.66	13.04	116.13
Deletions	-	-	-	-	-	-
Accumulated depreciation as at March 31 2021	-	841.39	4,374.23	285.03	215.59	5,716.24
<b>Net Carrying amount as at March 31, 2021</b>	<b>867.05</b>	<b>544.88</b>	<b>301.96</b>	<b>45.15</b>	<b>43.05</b>	<b>1,802.09</b>

Note :

- The Property, Plant & Equipment & Intangible assets have not been revalued during the year
- All the immovable properties listed above are held in the name of the Company.
- There are no proceedings against the company under the Benami Transactions (Prohibition) Act, 1988.

5. CAPITAL WORK IN PROGRESS		
(₹) lacs		
PARTICULARS	As at March 31, 2022	As at March 31, 2021
Capital Work In Progress	508.01	505.19
<b>Total</b>	<b>508.01</b>	<b>505.19</b>

i) CWIP ageing schedule					(₹) lacs
CWIP as on 31.03.22	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2.82	-	-	-	2.82
Projects temporarily suspended	-	-	-	505.19	505.19
<b>TOTAL</b>	<b>2.82</b>	<b>-</b>	<b>-</b>	<b>505.19</b>	<b>508.01</b>
CWIP as on 31.03.21	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	505.19	505.19
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>505.19</b>	<b>505.19</b>

Capital WIP which mainly represent metalisation project is temporarily suspended due to short supply of main raw material, Ilmenite from the domestic as well as international market.

## NOTES TO FINANCIAL STATEMENTS

<b>6 Non Current Investments</b>		
Non Current investments comprises of:		(₹) lacs
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
<b>(a) Investments carried at fair value through OCI</b>		
(i) In Equity share quoted and fully paid up:		
Bank of Baroda -30,000 Equity shares of Rs. 2 each	33.48	22.25
ii) In Equity shares unquoted and fully paid up		
Kerala Enviro Infrastructure Ltd -1,75,000 (Note 1 below) Equity shares of Rs.10 each	17.50	17.50
<b>Total investments measured at fair value through OCI</b>	<b>50.98</b>	<b>39.75</b>
<b>(b) Investments measured at cost :</b>		
(i) In Equity shares of Associate Company Unquoted, fully paid up:		
Kerala Rare Earth and Minerals Ltd (KREML): (Note 2 below)		
(1) Share Capital	1.00	1.00
(2) Share Application money	1,360.26	1,360.26
	1,361.26	1,361.26
(ii) In Society - Unquoted		
CMRL Employees Co-operative Society	1.00	1.00
<b>Total investments measured at Cost</b>	<b>1,362.26</b>	<b>1,362.26</b>
<b>TOTAL</b>	<b>1,413.24</b>	<b>1,402.01</b>
Aggregate amount of quoted investments & market value	33.48	22.25
Aggregate provision for diminution in value of investments	0.00	0.00
<b>Note 1:</b> The Company KEIL has incurred loss of ₹ 578.83 lakhs, The fair value is based on Level 3 and is expected to be the same as cost.		
<b>Note 2:</b> Share application money of KREML is still pending for allotment since the KREML has not obtained mining lease from Kerala government and the capital structure is not finalised. The management is hopeful for a solution in this matter and considering the high fair valuation expected on the mining rights and due to absence of audited accounts fair valuation and equity based consolidation is not considered at present.		

## NOTES TO FINANCIAL STATEMENTS

<b>7 Deferred Tax assets Balances</b>		
Deferred tax balances consist of the following:		(₹) lacs
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(i) Deferred tax assets :		
Depreciation on PPE	22.57	31.07
Others	9.02	8.37
<b>A</b>	31.59	39.44
(i) Deferred tax Asset/Liability :		
Fair valuation at FVTOCI	18.47	21.74
Remeasurement of defined benefit plans	(7.76)	(12.53)
<b>B</b>	10.71	9.21
<b>Deferred tax assets (net) (A+B)</b>	<b>42.30</b>	<b>48.65</b>
<b>8 Other Assets</b>		
Other assets consists of the following:		(₹) lacs
<b>(i) Other Non Current Assets -Considered Good</b>		
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(a) Capital Advances for land	437.44	437.44
(b) Vehicle advance	10.00	10.00
(c) Other Financial Assets		
(i) Security Deposit	55.06	52.54
<b>TOTAL</b>	<b>502.50</b>	<b>499.98</b>
<b>(ii) Other Current Assets - Considered Good</b>		
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(a) Advances to Suppliers	54.82	372.98
(b) Advance to employees	2.69	0.10
(c) Prepaid Expenses	17.94	18.13
(d) KVAT deposit	5.48	5.48
(e) Indirect taxes recoverable	1,666.94	471.11
(f) Interest receivable	22.33	-
(g) Other Loans	73.72	73.69
<b>TOTAL</b>	<b>1,843.92</b>	<b>941.49</b>

## NOTES TO FINANCIAL STATEMENTS

<b>9. Inventories</b>		
Inventories consists of the following:		(₹) lacs
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(a) Raw Materials	2,488.16	1,088.33
(b) Finished goods	1,958.09	1,078.68
(c) Stores spares consumables and packing materials	337.75	295.06
(d) Work in process	246.71	50.54
(e) Others - fuel, chemicals	57.54	51.18
<b>TOTAL</b>	<b>5,088.25</b>	<b>2,563.79</b>
<b>10 Trade Recievables</b>		
(Unsecured, considered good)		
Trade receivables consist of the following:		(₹) lacs
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(a) Considered good	2,975.24	2,588.83
(b) Considered doubtful	-	-
	2,975.24	2,588.83
(c) Less: Allowance for doubtful debts	-	-
<b>TOTAL</b>	<b>2,975.24</b>	<b>2,588.83</b>

## NOTES TO FINANCIAL STATEMENTS

Trade Receivable ageing schedule: ( Part of Note 10)						
As on 31 March 2022:						(₹) lacs
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered good	2,737.03	11.76	13.11	123.63	89.71	2,975.24
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
<b>Total</b>	<b>2,737.03</b>	<b>11.76</b>	<b>13.11</b>	<b>123.63</b>	<b>89.71</b>	<b>2,975.24</b>

As on 31 March 2021:						(₹) lacs
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered good	2,330.10	28.13	123.77	26.42	80.41	2,588.83
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
<b>Total</b>	<b>2,330.10</b>	<b>28.13</b>	<b>123.77</b>	<b>26.42</b>	<b>80.41</b>	<b>2,588.83</b>

<b>11. Cash and cash equivalents</b>		
Cash and cash equivalents consists of the following: (₹) lacs		
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(i) Balances with banks		
Current account	29.27	123.52
(ii) Cash on hand	2.29	2.56
<b>TOTAL</b>	<b>31.56</b>	<b>126.08</b>
<b>12. Other Balance with Banks</b>		
Other balance with banks consists of the following:		
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(i) Margin money accounts for Bank guarantee/LC	2,489.58	9.58
(ii) Unclaimed Dividend account	5.18	8.41
<b>TOTAL</b>	<b>2,494.76</b>	<b>17.99</b>
<b>13. Current Tax Assets ( net)</b>		
Current tax assets ( net) consists of the following:		
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(i) TDS Receivable	45.37	24.45
(ii) Income Tax Advance	1,214.52	1,090.66
<b>TOTAL</b>	<b>1,259.89</b>	<b>1,115.11</b>



## NOTES TO FINANCIAL STATEMENTS

14 SHARE CAPITAL		(₹) lacs
PARTICULARS	As at March 31, 2022	As at March 31, 2021
<b>Authorised Capital</b>		
1,00,00,000 equity shares of Rs.10/- each	1,000.00	1,000.00
<b>Issued, Subscribed and Paid up Capital</b>		
78,30,000 Fully paid up Equity Shares of Rs.10 each	783.00	783.00
<b>Additional information :</b>		
a) Reconciliation of number of shares	As at March 31, 2022	As at March 31, 2021
Opening Balance	78,30,000.00	78,30,000.00
Changes during the year	-	-
<b>Closing Balance</b>	<b>78,30,000.00</b>	<b>78,30,000.00</b>
The company has only one class of equity shares having a par value of ₹10 each		
SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5 % SHARES ARE SHOWN BELOW:		
NAME	NO OF SHARES	% OF SHARES
<b>As at March 31, 2022</b>		
1.Dr.S N Sasidharan Kartha	16,57,828	21.17%
2.Mr.Mathew M Cherian	4,78,068	6.10%
3.The Kerala State Industrial Development Corporation Ltd	10,50,000	13.41%
<b>TOTAL</b>	<b>31,85,896</b>	
NAME	NO OF SHARES	% OF SHARES
<b>As at March 31,2021</b>		
1.Dr.S N Sasidharan Kartha	16,57,828	21.17%
2.Mr.Mathew M Cherian	4,78,068	6.10%
3.The Kerala State Industrial Development Corporation Ltd	10,50,000	13.41%
<b>TOTAL</b>	<b>31,85,896</b>	

## NOTES TO FINANCIAL STATEMENTS

(d) Details of Shareholding of Promoters :			
Promoters Name	Number of shares	% of total shares	% Changes during the year
1. Dr S N Sasidharan Kartha	16,57,828	21.17	-
2. Jaya S Kartha	3,86,740	4.94	-
3. Saran Sasidharan Kartha	1,70,280	2.17	0.03%
4. Mathew Cheriyan Mundanical	4,78,068	6.11	-
5. Nabel Mathew Cheriyan	1,300	0.02	-
6. Jolly Cheriyan	300	0.00	-
7. Kerala State Industrial Development Corporation	10,50,000	13.41	-
8. Sach Exports Private Ltd	2,51,760	3.22	-
9. Empower India Capital Investments Private Ltd	1,02,247	1.31	-
15. OTHER EQUITY			
Other Equity consists of the following			(₹) lacs
PARTICULARS		As at March 31, 2022	As at March 31, 2021
Reserves & Surplus:			
(a) Capital Reserve		0.44	0.44
(b) Investment Subsidy		15.00	15.00
(c) General Reserve		2,206.91	2,206.91
(d) Retained Earnings			
(i) Opening Balance		5,521.44	4,717.15
(ii) Profit / (Loss) for the year		621.09	810.91
(iii) Other Comprehensive income		(11.61)	(6.62)
Total of item (d)		6,130.92	5,521.44
(e) Other Reserves :			
FVTOCI			
(i) Opening Balance		10.92	6.54
(ii) OCI for the Year		7.96	4.38
Total of item (e)		18.88	10.92
TOTAL (a+b+c+d+e)		8,372.15	7,754.71

## NOTES TO FINANCIAL STATEMENTS

<b>16. BORROWINGS</b>		
Borrowings consist of the following:		(₹) lacs
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at 31st March 2021</b>
(a) Bank of Baroda Covid Emergency Credit Line Loan-Note 1	-	17.50
	-	17.50
(ii) Short term Borrowings		
(a) Current Maturity of Long Term Borrowing	17.54	210.00
(b) Cash credit/Packing credit from Bank of Baroda, Aluva against hypothecation of raw materials ,stock in process and finished goods and stores spares consumables.	-	653.19
<b>TOTAL</b>	<b>17.54</b>	<b>863.19</b>
Note : 1 Bank of Baroda Corporate Covid Emergency Credit Line Loan was sanctioned on 16/04/2020 and repayable in 18 monthly instalments of ₹ 17.50 lacs and at a sanctioned interest rate of 8% with 6 months moratorium.		
Note: a) Company has used the borrowing sanctioned by Bank of Baroda for working capital purposes for the same.		
b) There is a variation of ₹ 515.80 lacs in inventory value of raw material due to adoption of FIFO Method in the stock statement filed with the Bank as against weighted average method followed by the Company for valuation of Raw Materials in the financial statements.		
c) There is a variation of ₹ 43.32 lacs in trade receivables in the stock statement submitted to Bank and as per books of accounts due to exchange rate difference in actual realisation of export bills.		
<b>SECURITY :</b> The above two Bank of Baroda Borrowing is secured by paripassu charge by way of		
1. First charge by way of equitable mortgage of 21.35 Acres of land in Survey Nos.92/4A, 92/4B,97/1A part, 97/1B1, 1B2, 1B3,97/2B2, 97/3-1, 97/3-2 part, 98/1A part, 98/1B part,95/4 Part,95/6 Part, 95/7 part, 96/1-1, 96/1-2,96/2, 96/3A part, 96/3B part, 96/4Part, 96/5-1part, 97/1B-3 part, 97/2A-1 part, 98/1A Part,132/11-A,132/12,132/13,95/3 part, 95/5 part, 97/3 part 135/3B,135/2B, 135/2A,135/1 at Parur Taluk, Kadungallur Village together with building, plant and machinery and movables(save and except inventories of all nature, book debts and other current assets which form part of the primary security towards the working capital advance in the ordinary course of business) including movable machinery, machinery spares, tools and accessories present and future.		
2. By personal guarantee of Dr S.N.Sasidharan Kartha, Managing Director.		

## NOTES TO FINANCIAL STATEMENTS

<b>Note 17. Trade Payable ageing schedule:</b>					
<b>As at 31 March 2022</b>					(₹) lacs
<b>Particulars</b>	<b>Less than 1 Year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
(i) MSME	135.58	-	-	-	135.58
(ii) Others	7,822.39	52.44	0.33	2.84	7,878.00
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-
<b>Total</b>	<b>7,957.97</b>	<b>52.44</b>	<b>0.33</b>	<b>2.84</b>	<b>8,013.58</b>
<b>As at 31 March 2021</b>					(₹) lacs
<b>Particulars</b>	<b>Less than 1 Year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
(i) MSME	200.38	-	-	-	200.38
(ii) Others	1,344.63	0.45	1.10	4.67	1,350.85
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-
<b>Total</b>	<b>1,545.01</b>	<b>0.45</b>	<b>1.10</b>	<b>4.67</b>	<b>1,551.23</b>

<b>18 OTHER FINANCIAL LIABILITIES</b>		
(i) Other Current Financial Liabilities (₹) lacs		
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(a ) Unclaimed dividends	5.18	8.41
(b) Capital creditors	0.97	0.98
<b>TOTAL</b>	<b>6.15</b>	<b>9.39</b>
<b>19 Provisions</b>		
Provisions consist of the following:		
(i) Long Term Provisions (₹) lacs		
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(a) Provision for Employee benefits	287.79	232.46
<b>TOTAL</b>	<b>287.79</b>	<b>232.46</b>
(ii) Short Term Provisions (₹) lacs		
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(a) Provision for Employee benefits	13.20	8.71
(b) Other Provisions	88.17	41.91
<b>TOTAL</b>	<b>101.37</b>	<b>50.62</b>
<b>20 Other Current Liabilities</b> (₹) lacs		
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(a) Advance received from customers	27.43	26.16
(b) Indirect tax payable and other statutory liabilities	46.96	31.24
(c) Other Liabilities	229.08	291.71
<b>TOTAL</b>	<b>303.47</b>	<b>349.11</b>

## NOTES TO FINANCIAL STATEMENTS

<b>21. SALE OF PRODUCTS</b>		
<b>Sale of products comprises of the following</b>		(₹) lacs
<b>PARTICULARS</b>	<b>For the year ended March 31, 2022</b>	<b>For the year ended March 31, 2021</b>
Sale of manufactured products	28,976.09	23,915.07
Segment Information:		
Company operates in one segment. Customers generating revenue more than 10% of sales is ₹ 19373.14 lacs. (P Y ₹ 17004.43lacs)		
<b>22. OTHER INCOME</b>		
<b>Other Income comprises of the following</b>		(₹) lacs
<b>PARTICULARS</b>	<b>For the year ended March 31, 2022</b>	<b>For the year ended March 31, 2021</b>
<b>Other operating Income:</b>		
(a) Sale of MEIS License	16.63	8.17
<b>Total</b>	<b>16.63</b>	<b>8.17</b>
Other Non -Operating Income:		
(a) Interest on Bank Deposits	27.02	12.92
(b) Dividend income	-	1.12
<b>Total</b>	<b>27.02</b>	<b>14.04</b>
<b>TOTAL</b>	<b>43.65</b>	<b>22.21</b>
<b>23. Cost of material consumed</b>		
<b>Cost of material comprises of the following</b>		(₹) lacs
<b>PARTICULARS</b>	<b>For the year ended March 31, 2022</b>	<b>For the year ended March 31, 2021</b>
Opening stock of raw material	1,088.33	3,898.29
Add:Purchases	18,643.62	7,662.63
	19,731.95	11,560.92
Less:Closing Stock of raw material	2,488.16	1,088.33
<b>TOTAL</b>	<b>17,243.79</b>	<b>10,472.59</b>

## NOTES TO FINANCIAL STATEMENTS

### 24. Changes in inventories of finished goods, work in process & stock- in-trade

Changes in inventories of finished goods, work in process and stock-in-trade comprises of the following

(₹) lacs

PARTICULARS	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>(i) Inventories (at close)</b>		
Finished goods	1,958.09	1,078.68
Work in process	246.71	50.54
<b>TOTAL</b>	<b>2,204.80</b>	<b>1,129.22</b>
<b>(ii) Inventories ( at commencement)</b>		
Finished goods	1,078.68	1,915.07
Work in process	50.54	176.99
<b>TOTAL</b>	<b>1,129.22</b>	<b>2,092.06</b>
<b>TOTAL Change</b>	<b>1,075.58</b>	<b>962.84</b>

### 25. EMPLOYEE COSTS

Employee Costs comprises of the following

(₹) lacs

PARTICULARS	For the year ended March 31, 2022	For the year ended March 31, 2021
(a) Salary & allowances	1,850.30	1,715.12
(b) Contribution to Provident Fund & other funds	177.04	166.12
(c) Staff Welfare Expenses	208.05	219.16
<b>TOTAL</b>	<b>2,235.39</b>	<b>2,100.40</b>

### 26. Finance Costs

Finance costs comprises of the following:

(₹) lacs

PARTICULARS	For the year ended March 31, 2022	For the year ended March 31, 2021
(a) Interest on Cash Credit/Packing Credit	8.07	118.31
(b ) Interest on BOB Covid Emergency Loan	9.12	22.23
<b>TOTAL</b>	<b>17.19</b>	<b>140.54</b>

## NOTES TO FINANCIAL STATEMENTS

27 Other Expenses		(₹) lacs
PARTICULARS	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>(i) Manufacturing expenses</b>		
(a) Power and Water	330.31	313.28
(b) Fuel	2,216.34	1,277.48
(c) Chemicals (ETP) & Sludge handling charges	2,081.50	1,926.29
(d) Stores, Spares, Consumables and Packing Materials	1,191.01	1,138.28
(e) Repairs to building	109.26	106.42
(f) Repairs to others	100.18	114.15
(g) Repairs to plant and machinery	173.35	191.93
<b>TOTAL</b>	<b>6,201.95</b>	<b>5,067.83</b>
<b>(ii) Selling and Distribution Expenses</b>		
(a) Shipping transportation and freight and forwarding, including Terminal Handling Charges	1,877.76	1,568.01
(b) Export Duty	635.17	531.24
(c) Sales Commission	176.43	169.08
(d) Sales Promotion Expenses	335.15	497.02
<b>TOTAL</b>	<b>3,024.51</b>	<b>2,765.35</b>
<b>(iii) Establishment Expenses</b>		
(a) Laboratory and Factory general expenses	17.24	10.08
(b) Insurance	25.08	23.00
(c) Rates & Taxes	6.56	17.24
(d) Rent Paid	4.80	2.80
(e) Postage & Telephone charges	6.64	5.75
(f) Printing & Stationery	8.69	37.39
(g) Travelling Expenses	45.48	45.23
(h) Auditor's Remuneration : Statutory audit	1.13	1.12
: Tax Audit	0.38	0.38
(i) Director's sitting fee	63.50	66.50
(j) Legal & Professional Charges	34.23	111.30
(k) Advertisement expenses	34.47	54.16



## NOTES TO FINANCIAL STATEMENTS

(l) Subscription & Contribution	5.97	8.08
(m) Share transfer expenses	1.59	2.39
(n) Bank charges	71.82	42.01
(o) AGM Expenses	0.58	0.97
(p) Stock Exchange listing fee	3.00	3.00
(q) Research & Development expenses	3.75	7.50
(r) ISO Expenses	0.88	0.30
(s) Donation	46.54	41.75
(t) Exchange rate difference on sales	101.68	23.78
<b>TOTAL</b>	<b>484.01</b>	<b>504.73</b>
<b>GRAND TOTAL</b>	<b>9,710.47</b>	<b>8,337.91</b>

NOTES TO FINANCIAL STATEMENTS

28 FAIR VALUE MEASUREMENT											
Accounting Classification and Fair Value											
(a) Financial assets and liabilities as at March 31, 2022											
PARTICULARS	Fair value through P&L				Fair value through OCI				Amortised Cost	(₹) lacs	
	Carrying value	LEVEL 1	LEVEL 2	LEVEL 3	Carrying value	LEVEL 1	LEVEL 2	LEVEL 3		Total Carrying value	
Assets											
Trade Receivables	-	-	-	-	-	-	-	-	2,975.24	2,975.24	
Cash & cash equivalents	-	-	-	-	-	-	-	-	31.56	31.56	
Other balance with banks	-	-	-	-	-	-	-	-	2,494.76	2,494.76	
Non current investments	-	-	-	-	50.98	33.48	-	17.50	1,362.26	1,413.24	
<b>Total</b>	-	-	-	-	<b>50.98</b>	<b>33.48</b>	-	<b>17.50</b>	<b>6,863.82</b>	<b>6,914.80</b>	
Liabilities	-	-	-	-	-	-	-	-	-	-	
Trade Payables	-	-	-	-	-	-	-	-	8,013.58	8,013.58	
Borrowings	-	-	-	-	-	-	-	-	17.54	17.54	
Other Payables	-	-	-	-	-	-	-	-	6.15	6.15	
<b>TOTAL</b>	-	-	-	-	-	-	-	-	<b>8,037.27</b>	<b>8,037.27</b>	



## NOTES TO FINANCIAL STATEMENTS

<b>29. RELATED PARTY TRANSACTIONS</b>		
<b>(i) List of related parties</b>		<b>Relationship</b>
	<b>DESIGNATION</b>	<b>RELATION</b>
(a) Dr. S.N.Sasidharan Kartha	Managing Director	Promoter
(b) Shri Saran S Kartha	Joint Managing Director	Key Managerial Personnel(KMP)
(c) Shri P.Suresh Kumar	CGM (Finance) & Company Secretary	Key Managerial Personnel(KMP)
(d) Shri K.S.Suresh Kumar	Chief Financial Officer	Key Managerial Personnel(KMP)
(e) Kerala Rare Earths and Minerals Ltd	Associate Company	
(f) Empower India Capital Investments P Ltd	Parties with significant influence	
<b>(ii) Transactions with related parties</b>		<b>(₹) lacs</b>
<b>PARTICULARS</b>	<b>2021-22</b>	<b>2020-21</b>
<b>(a) Payments to KMP: Employee benefits</b>		
Dr. S.N.Sasidharan Kartha :Salary	300.00	240.00
Contribution to PF	36.00	28.80
Shri Saran S Kartha : Salary	120.00	96.00
Contribution to PF	14.40	11.52
Shri P.Suresh Kumar : Salary	20.16	19.73
Contribution to PF	1.31	1.31
Shri K.S.Suresh Kumar: Salary	11.68	11.21
Contribution to PF	0.45	0.45
Sitting fee paid to Directors	63.50	66.50
Related party transactions are valued at Fair value.		
<b>30. COMMITMENTS AND CONTINGENCIES</b>		
Commitments and contingencies comprises of the following:		<b>(₹) lacs</b>
<b>PARTICULARS</b>	<b>2021-22</b>	<b>2020-21</b>
<b>(i) Bank guarantees</b>		
(a) Bank of Baroda	25.78	25.78
<b>31. Dues to Micro, Small and Medium Enterprises</b>		
Based on the information available with the management, the amount payable to micro, small and medium enterprises in respect of whom information is to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 is ₹135.58 lakhs.		

## NOTES TO FINANCIAL STATEMENTS

<b>32.1. Earnings in foreign Currency</b>		(₹) lacs
<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
FOB Value of Exports	26607.64	22751.65
<b>32.2 EARNINGS PER SHARE (EPS):</b>		(₹) lacs
<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
Profit/(Loss) attributable to equity holders	621.09	810.91
Weighted Average number of equity shares used for computing Earning Per Share (Basic)	78,30,000.00	78,30,000.00
Basic earnings/ (loss) Per Share	7.93	10.36
Diluted earnings/ (loss) Per Share	7.93	10.36
Face value per share	10.00	10.00

## NOTES TO FINANCIAL STATEMENTS

<b>33. Additional Regulatory Information</b>				
a) Financial Ratios:				
Particulars	As at March 31 2022	As at March 31 2021	% of Variance*	Reason for Variation
<b>Liquidity Ratio</b>				
Current Ratio	1.62	2.60	(37.72)	Due to increase of current assets during current year
<b>Solvency Ratio</b>				
Debt-Equity Ratio	0.002	0.103	(98.06)	Due to decrease in borrowing along with increase in equity
Debt Service Coverage Ratio	3.26	4.68	(30.34)	Due to decrease in total earnings during the year
<b>Profitability ratio</b>				
Net Profit Ratio	0.02	0.03	(33.33)	Due to increase in operating cost during current year.
Return on Equity Ratio	0.07	0.100	(29.79)	Due to decrease in profit and increase in shareholder equity
Return on Capital employed	0.08	0.22	(63.64)	Due to decrease in earnings before interest and tax.
Return on Investment	0	0		
<b>Utilization Ratio</b>				
Trade Receivables turnover ratio	9.91	11.05	(10.32)	-
Inventory turnover ratio	7.57	5.36	41.30	Due to increase in sales and lower inventory in current year
Trade payables turnover ratio	3.88	2.52	53.97	Due to increase in credit purchase of raw materials maintaining optimum level of payable amount
Net capital turnover ratio	5.52	5.28	4.51	-
Note on Financial Ratios : *(Explanation for change in the ratio by more than 25%)				

Notes: b) Transactions with struck off companies under section 248 or 560		
Name of struck off Company	Nature of transactions with struck-off Company	Relationship with the Struck off company, if any, to be disclosed
(Name)	Investments in securities	NIL
	Receivables	
	Payables	
	Shares held by stuck off company	
	Other outstanding bal- ances (to be specified)	
c) No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.		
d) The Company has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules.		
e) There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237.		
f) The company has not advanced/loaned/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.		
g) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.		
h) Disclosure of CSR Activities : (₹) lacs		
	2021-22	2020-21
i) Amount required to be spent by the Company	32.75	22.48
ii) Amount of expenditure incurred	30.63	43.92
iii) Shortfall / excess at the end of the year	-2.12	NIL
iv) Set off from preceeding financial year	2.12	NIL
v) Nature of CSR Activities	Supply of Sanitizer, mask, Medicine, PPE Kit, Oxygen concentrators as part of Covid 19 relief measures, contribution to Mission Better Tomorrow - for promotion of education	
i)The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year		

### 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES:

The financial liabilities of CMRL comprise of loans and borrowings, trade and other payables with the main purpose of financing the Company's activities. The financial assets of CMRL comprise of Investments, receivables, loans and advances and cash and cash equivalents. CMRL is exposed to market risk, credit risk and liquidity risk. This is managed by the Company's management team under guidance of the Board of Directors. This team ensures that the financial risk activities are governed by appropriate policies and procedures and financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing these risks as summarised below.

- a. Market Risk :** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market price and comprises of Interest rate risk, Currency risk and Other risks. Financial instruments affected by market risk includes loans and borrowings, deposits and interest on deposits.
- (i) **Interest Rate Risk :** Risk that the fair value of future cash flows will fluctuate due to changes in market interest rates and primarily affects the long term debt obligations of the Company which is based on MCLR and reset annually. As per IND AS interest is charged as per Effective Interest Method based on the IRR of the loan.
- (ii) **Foreign currency risk :** Company has no borrowings in foreign currency.
- (iii) **Other Risk:** The other risk factors are the unpredictable situation in the availability and price of ilmenite and Hydrochloric acid, the major and critical raw materials of the company.

The demand and volatile nature of prices of Synthetic Rutile and foreign exchange fluctuations also have an impact.

- b. Credit Risk :** Risk of the counterparty not meeting its obligations if a customer or counterparty fails to meet its contractual obligations and arises principally from the Company's trade receivables and loans and advances. The carrying amounts of financial instruments represent the maximum exposure.

The Company's exposure to credit risk is influenced mainly by the characteristics of each customer and the geography in which it operates. Credit risk is managed by credit approvals, establishing credit limits and continuously monitoring the credit worthiness of its customers to which the Company grants credit terms in the normal course of its business.

The Company's export sales are backed by letters of credit.

The Company monitors each loans and advance given and makes any provision whenever required.

Based on prior experience and assessment of current business environment management believes there is no requirement for any credit provision and there is no significant concentration of credit risk.



The ageing of trade receivables that were not impaired are as follows: (₹) lacs

PARTICULARS	As at March 31, 2022	As at March 31, 2021
(a) Considered good	2975.24	2588.83
(b) Considered doubtful	-	-
<b>Total</b>	<b>2975.24</b>	<b>2588.83</b>

**C. Liquidity risk:** The Company manages its liquidity risk through a mix of debt and equity, moreover the revenue generation meets fund requirement for operating activities. The maturity profile of the financial liabilities are as follows:

(₹) lacs			
Item	Carrying amt	Total	Less than one year
<b>As at March 31, 2022</b>			
Borrowings	17.54	17.54	17.54
Trade Payables	8013.58	8013.58	8013.58
Others	411.00	411.00	411.00
<b>As at March 31, 2021</b>			
Borrowings	863.19	863.19	863.19
Trade Payables	1551.23	1551.23	1551.23
Others	409.12	409.12	409.12

### 35. CAPITAL MANAGEMENT

For the purpose of Company's capital management, capital includes share capital and other equity with the primary objective of increasing shareholder value. The Company manages its capital structure in light of changes in economic conditions and requirements of the financial covenants through a mix of debt and equity.

The Company monitors capital using the adjusted net debt to capital ratio as below:

(₹) lacs		
Particulars	As at March 31,2022	As at March 31,2021
Non-current Borrowing	NIL	17.50
Current borrowing	17.54	863.19
<b>GROSS DEBT</b>	<b>17.54</b>	<b>880.69</b>
Less: Cash and cash equivalent	31.56	126.08
Less: Other Balances with banks	2494.76	17.99
<b>ADJ: NET DEBT</b>	<b>NIL</b>	<b>736.62</b>
Total Equity	9155.15	8537.71
<b>Adj Net Debt to equity ratio</b>	<b>NIL</b>	<b>0.09</b>

**36.** The figures appearing in financial statements are rounded off to the nearest ₹ in Lakhs. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Place : Aluva

Date : 23.05.2022

**As per Annexed Report of even date**

A. K. MURALEE KRISHNAN B.Sc., F.C.A., DISA, MBA  
CHARTERED ACCOUNTANT  
Membership No. 217127

R.K. Garg  
Chairman

Dr. S.N. Sasidharan Kartha  
Managing Director

Saran S. Kartha  
Joint Managing  
Director

Mathew M. Cherian  
Director

G. R. Warriar  
Director

DIN : 00644462

DIN : 00856417

DIN : 02676326

DIN : 01265695

DIN : 01146202

Achutha Janardhana Pai  
Director

DIN : 00115688

Jaya S. Kartha  
Director

DIN : 00666957

Anil Ananda Panicker  
Director

DIN : 05214837

R. Ravichandran  
Director

DIN : 00968758

Nabiel Mathew Cherian  
Director

DIN : 03619760

T.P. Thomaskutty  
Director

DIN : 01473957

Suresh Kumar P.  
Chief General Manager (Finance)  
& Company Secretary

K. S. Suresh Kumar  
Chief Financial Officer