

MOHANS

FORM NO. MGT.13

Report of Scrutinizer

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

The Chairman

COCHIN MINERALS AND RUTILE LIMITED

VIII/224 P B NO 73 MARKET ROAD

ALWAYE ERNAKULAM - 683101

The 35th Annual General Meeting of the Equity Shareholders of "Cochin Minerals and Rutile Limited" held on Saturday, 24th August 2024 at 12.00 Noon through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

Dear Sir,

I, Malathy N, Practising Company Secretary, appointed as Scrutinizer, by the Board of Directors of Cochin Minerals and Rutile Limited, to scrutinise the remote e-voting process commenced at 9:00 A.M on Wednesday, 21st August, 2024 and ended at 5:00 P.M on Friday, 23rd August, 2024 as well as e-voting held at the 35th Annual General Meeting for the below mentioned resolutions.

The notice dated 22nd July 2024 convening the AGM, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through the electronic mode to those members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories/ Depository Participants in compliance with the MCA Circular dated September 25, 2023 read with circulars dated December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, May 05, 2020, April 13, 2020 and April 8, 2020, and the relevant SEBI circulars.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the shareholders of the Company prior to the Meeting as well as during the Meeting.

The Voting period for remote e-voting prior to the AGM commenced at 9:00 A.M on Wednesday, 21st August, 2024 and ended at 5:00 P.M on Friday, 23rd August, 2024 and the CDSL e-voting system was disabled thereafter.

The Company had also provided remote e-voting facility during the AGM to those shareholders who were present at the AGM through VC/OAVM and who had not cast their votes earlier.



MOHANS & Associates
Company Secretaries

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Shareholders of the Company holding shares as on the "cut-off" date of Friday, 16th August 2024 were entitled to vote on the resolutions as contained in the notice of the AGM.

After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

I would like to mention that the voting rights of Members were in proportion to their share of the paid up equity share capital of the company as on the cut-off date and as per the Register of Members of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to the remote e-voting process as well as e-voting held at the Annual General Meeting on the resolutions proposed in the notice of the said Annual General Meeting is the responsibility of the management.

My responsibility as a scrutiner is to ensure that the remote e-voting process as well as e-voting held at the Annual General Meeting are conducted in fair and transparent manner and render the consolidated scrutiners report of the total votes cast in favour and against, if any, to the Chairman, to the resolutions, based on reports generated from the CDSL website www.evotingindia.com.

1. The result of the E-Voting is as under:

a. **Ordinary Resolution No. 1: Adoption of Audited Financial Statements.**

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
166	4228836	100

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
1	2	0%



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iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

b. Ordinary Resolution No. 2: Declaration of dividend

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
166	4228836	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
1	2	0%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

c. Ordinary Resolution No. 3: To appoint a Director in place of Shri. Mathew M Cherian (DIN: 01265695), who retires by rotation and being eligible, offers himself for reappointment.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
165	4228830	100%



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ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
2	8	0%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- d. **Ordinary Resolution No. 4:** To appoint a Director in place of Smt. Jaya S Kartha (DIN: 00666957), who retires by rotation and being eligible, offers herself for reappointment.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
165	4228830	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
2	8	0%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



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e. **Special Resolution No. 1:** Appointment of Mr. Anil Ananda Panicker (DIN:05214837), as Whole Time Director.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
165	4228830	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
2	8	0%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

f. **Special Resolution No. 2:** Appointment of Mr. R K Garg (DIN 00644462) as a Non Executive Non Independent Director.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
165	4228830	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
2	8	0%

iii. Invalid votes :



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Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

g. Special Resolution No. 3: Appointment of Mr. V Vinod Kamath (DIN:10700232) as an Independent Director.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
165	4228830	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
2	8	0%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

h. Special Resolution No. 4: Appointment of Mr. Yogindunath S (DIN: 02905727) as an Independent Director.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
164	4228820	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (% rounded off)
3	18	0%



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iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

2. The electronic data and all other relevant records containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is attached.
3. The relevant records were sealed and handed over to the Chairman for safe keeping.

UDIN: F012792F001037761

Thank you.

For COHIN MINERALS & RUTILE LIMITED,


R K GARG
Chairman



Place: Ernakulam
Dated: 24th August, 2024

Yours faithfully,
For **MOHANS & Associates**
Company Secretaries



(MALATHY N)
Scrutinizer
Partner
FCS: 12792, CP: 23062



Cochin Minerals & Rutile Ltd

Resolution Required :Ordinary		1 - Ordinary Resolution – Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors' and Auditors', thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4006740	4006740	100.0000	4006740	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4006740	100.0000	4006740	0	100.0000	0.0000
Public Institutions	E-Voting	5400	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3817860	221995	5.8146	221995	0	100.0000	0.0000
	Poll		103	0.0027	101	2	98.0583	1.9417
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		222098	5.8173	222096	2	99.9991	0.0009
Total		7830000	4228838	54.0081	4228836	2	100.0000	0.0000



Cochin Minerals & Rutile Ltd

Resolution Required : Ordinary		2 - Ordinary Resolution – Declaration of Dividend on Equity Shares.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4006740	4006740	100.0000	4006740	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4006740	100.0000	4006740	0	100.0000	0.0000
Public Institutions	E-Voting	5400	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3817860	221995	5.8146	221995	0	100.0000	0.0000
	Poll		103	0.0027	101	2	98.0583	1.9417
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		222098	5.8173	222096	2	99.9991	0.0009
Total		7830000	4228838	54.0081	4228836	2	100.0000	0.0000



Cochin Minerals & Rutile Ltd

3 - Ordinary Resolution - 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.

Resolution Required :Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	4006740	4006740	100.0000	4006740	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4006740	100.0000	4006740	0	100.0000	0.0000
Public Institutions	E-Voting	5400	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3817860	221995	5.8146	221989	6	99.9973	0.0027
	Poll		103	0.0027	101	2	98.0583	1.9417
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		222098	5.8173	222090	8	99.9964	0.0036
Total		7830000	4228838	54.0081	4228830	8	99.9998	0.0002



Cochin Minerals & Rutile Ltd

4 - Ordinary Resolution - 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.

Resolution Required :Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4006740	4006740	100.0000	4006740	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4006740	100.0000	4006740	0	100.0000	0.0000
Public Institutions	E-Voting	5400	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3817860	221995	5.8146	221989	6	99.9973	0.0027
	Poll		103	0.0027	101	2	98.0583	1.9417
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		222098	5.8173	222090	8	99.9964	0.0036
Total		7830000	4228838	54.0081	4228830	8	99.9998	0.0002



Cochin Minerals & Rutile Ltd

5 - Special Resolution – Appointment of Mr. Anil Ananda Panicker (DIN: 05214837) as Whole-Time Director of the Company.

Resolution Required :Special

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4006740	4006740	100.0000	4006740	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4006740	100.0000	4006740	0	100.0000	0.0000
Public Institutions	E-Voting	5400	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3817860	221995	5.8146	221989	6	99.9973	0.0027
	Poll		103	0.0027	101	2	98.0583	1.9417
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		222098	5.8173	222090	8	99.9964	0.0036
Total		7830000	4228838	54.0081	4228830	8	99.9998	0.0002



Cochin Minerals & Rutile Ltd

6 - Special Resolution – Appointment of Mr. R K Garg (DIN: 00644462) as a Non-Executive Non-Independent Director of the Company.

Resolution Required :Special

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4006740	4006740	100.0000	4006740	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4006740	100.0000	4006740	0	100.0000	0.0000
Public Institutions	E-Voting	5400	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3817860	221995	5.8146	221989	6	99.9973	0.0027
	Poll		103	0.0027	101	2	98.0583	1.9417
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		222098	5.8173	222090	8	99.9964	0.0036
Total		7830000	4228838	54.0081	4228830	8	99.9998	0.0002



Cochin Minerals & Rutile Ltd

Resolution Required :Special
7 - Special Resolution - Appointment of Mr. V Vinod Kamath (DIN: 10700232) as a Non- Executive Independent Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4006740	4006740	100.0000	4006740	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4006740	100.0000	4006740	0	100.0000	0.0000
Public Institutions	E-Voting	5400	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3817860	221995	5.8146	221989	6	99.9973	0.0027
	Poll		103	0.0027	101	2	98.0583	1.9417
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		222098	5.8173	222090	8	99.9964	0.0036
Total		7830000	4228838	54.0081	4228830	8	99.9998	0.0002



Cochin Minerals & Rutile Ltd

Resolution Required :Special
8 - Special Resolution - Appointment of Mr. Yogindunath S (DIN: 02905727) as a Non- Executive Independent Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4006740	4006740	100.0000	4006740	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4006740	100.0000	4006740	0	100.0000	0.0000
Public Institutions	E-Voting	5400	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3817860	221995	5.8146	221979	16	99.9928	0.0072
	Poll		103	0.0027	101	2	98.0583	1.9417
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		222098	5.8173	222080	18	99.9919	0.0081
Total		7830000	4228838	54.0081	4228820	18	99.9996	0.0004

