

## **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]*

To the Members of the Company,

NOTICE is hereby given that, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'the Rules'**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively the 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), each as amended and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the Resolutions as set out hereunder are proposed for approval by the Members of the Company as an Ordinary Resolution and a Special Resolution, by means of Postal Ballot, only by voting through electronic means (**'remote e-voting'**).

Pursuant to Sections 102, 108 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said resolution is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

### **SPECIAL BUSINESS**

**Item No. 1 – Appointment of Mr. Hari Krishnan R, IRTS (DIN: 10762540) as Nominee Director of the Company.**

To consider and if thought fit to pass the following resolution as Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of the section 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") including any statutory modification or re-enactment thereof, for the time being in force read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and other applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms with the Articles of association of the Company, Mr. Hari Krishnan R, IRTS (DIN: 10762540), who has been nominated by Kerala State Industrial Development Corporation (KSIDC) as its Nominee Director, and appointed as Nominee Director of the Company by the Board of Directors with effect from 10th February 2025 in accordance with the provisions of Section 161 of the Act, pursuant to the recommendation of Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing from the Director himself proposing his candidature for the Office of Director, be and is hereby appointed as a Nominee Director of the Company, not liable to retire by rotation."

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

**Item No. 2 – Appointment of Dr. Rabinarayan Patra (DIN: 00917044) as Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time, read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 17, Regulation 25(2)(A) and any other applicable Regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), in terms with the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, Dr. Rabinarayan Patra (DIN: 00917044), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from February 10, 2025, in terms of Section 161(1) of the Act and whose term of office expires at the next Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from the Director himself in terms of section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from February 10, 2025 to hold office for a term of three consecutive years i.e. from February 10, 2025 till February 09, 2028.”

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

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

Place: Aluva  
Date: 10.02.2025

Saran S Kartha,  
Joint Managing Director.  
(DIN: 02676326)

## NOTES AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**), in respect of the proposed resolution given in this Postal Ballot Notice, the details under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(**'SEBI Listing Regulations'**) and Clause 1.2.5 of the Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as an Annexure to the Postal Ballot Notice.
2. In line with the Circulars issued by the Ministry of Corporate Affairs vide , **General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 and any other circulars issued from time to time by MCA (collectively the 'MCA Circulars')**, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.cmrlindia.com/investor\\_relations/notice-to-shareholders.html](http://www.cmrlindia.com/investor_relations/notice-to-shareholders.html), on the websites of Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com)
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, **MUFG Intime India Private Limited, Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028, Tamilnadu, Phone: 0422-4958995/2539835/836, Email: [coimbatore@in.mpms.mufg.com](mailto:coimbatore@in.mpms.mufg.com).**
4. In accordance with the provisions of the MCA Circular, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
5. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, February 14, 2025 ("cut-off date")**. A person who is not a shareholder on the relevant date should treat this notice for information purposes only.
7. Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at [mohansassociates@gmail.com](mailto:mohansassociates@gmail.com). The scanned image of the above documents should be in the naming format "**Cochin Minerals and Rutile Limited – EVSN - 250217001**".
8. Documents referred to in the Postal Ballot Notice will be available for inspection at the Registered Office of the Company during office hours from 10.00 a.m. to 05.00 p.m. on all

working days until closure of time for casting vote through remote e voting, and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period. Members seeking to inspect such documents can send an e-mail to [cmrlexim@cmrlindia.com](mailto:cmrlexim@cmrlindia.com).

9. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on the resolution set forth in this Postal Ballot Notice.
10. In order to increase the efficiency of the voting process and pursuant to **SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DP's thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
11. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depositories and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 14, 2024 ("cut-off date")**.
12. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
13. The remote e-voting facility will be available during the following period: **Commencement of remote e-voting: 09.00 a.m. (IST) on Wednesday, February 19, 2025; End of remote e-voting: 05.00 p.m. (IST) on Thursday, March 20, 2025. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.**
14. The Board of Directors of the Company has appointed Mrs. Malathy Narayanankutty, FCS, Partner of Mohans & Associates, Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot process and the remote e-voting in a fair and transparent manner and she has communicated her willingness to be appointed.
15. The Scrutinizer, after scrutinizing the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutinizer's Report and submit the same to the Chairman of the Company or any other person authorized by the Chairman. The Scrutinizer's decision on the validity of votes cast will be final. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at the link <https://www.cmrlindia.com/investorrelations/notice-to-shareholders.html>. The results will be communicated to the Stock Exchanges simultaneously.
16. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the last date of remote e-voting i.e., **Thursday, March 20, 2025**.

17. It is however clarified that Members of the Company as on cut-off date i.e. **Friday, February 14, 2025** (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the proposed resolutions, in accordance with the process specified in this Postal Ballot Notice.
18. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
19. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
20. The detailed process and manner for remote e-voting are explained herein below:

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (I) The voting period begins on **Wednesday, February 19, 2025 at 09.00 a.m** and ends on **Thursday, March 20, 2025 at 05.00 p.m**. During the period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date February 14, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (II) 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.

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



(iii) 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 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 is <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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.</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</p>

	<p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 2109911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000 and 022-24997000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) 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	Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical share-holders) <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 BankDetails <b>OR</b> Date of Birth (DOB)	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. <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>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant COCHIN MINERALS AND RUTILE LTD on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **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 shareholder, 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 [coimbatore@in.mpms.mufg.com](mailto:coimbatore@in.mpms.mufg.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 through Depository.

If you have any queries or issues regarding 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 no. 1800210911.

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, 25th 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 call toll free no. 1800 2109911.

## **Statement of material facts in terms of Section 102(1) of the Companies Act, 2013**

### **Item No.1**

M/s. Kerala State Industrial Development Corporation (KSIDC), has conveyed vide its letter dated KSIDC/TVM/MD/2025/3426 dated January 3, 2025, nominating Mr. Hari Krishnan R, IRTS as its Nominee Director of the company. Accordingly, the Board of Directors has appointed Mr. Hari Krishnan as KSIDC Nominee Director of the Company with effect from 10<sup>th</sup> February, 2025, based on the recommendation of Nomination and Remuneration Committee. As per the terms of SEBI Listing Regulations, a listed entity shall ensure approval of the shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Hari Krishnan R (DIN: 10762540) as a Director requires approval of members of the Company.

Mr Hari Krishnan R, (DIN: 10762540) has given his consent to act as a Director and is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013, and Mr Hari Krishnan R has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any other such authority pursuant to circular dated 20<sup>th</sup> June 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed companies.

The company has received a notice under section 160 of the Companies Act, 2013, from Mr. Hari Krishnan R, proposing his candidature for Directorship.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS- 2), of Mr Hari Krishnan R is provided in Annexure 1 of the Postal Ballot Notice.

Mr. Hari Krishnan R (DIN: 10762540) is interested in this resolution to the extent of his appointment as a KSIDC Nominee Director.

None of the Directors or key managerial personnel of the Company or their relatives is concerned or interested financially or otherwise in the resolution set out in Item No. 1 of the Notice. The Board recommends the Ordinary Resolution set out at Item 1 for the approval of the members.

### **Item No.2**

The Board of Directors on the recommendation of its Nomination and Remuneration Committee appointed Dr. Rabinarayan Patra (DIN: 00917044) as an Additional Director in the category of Non Executive Independent Director of the company, with effect from February 10, 2025, who shall hold office till the date next Annual general meeting, under section 161 of the Companies Act, 2013 ("the Act") read with the relevant Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per the terms of SEBI Listing Regulations, a listed entity shall ensure approval of the shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Dr. Rabinarayan Patra (DIN: 00917044) as a director requires approval of members of the Company.

The Company has received notice under Section 160 of the Act, from Dr. Rabinarayan Patra in writing, proposing his candidature for appointment as an Independent Director. The Company has received consent from Dr. Rabinarayan Patra to act as Director and a declaration confirming that he meets the criteria of Independence provided in Section 149(6) of the Act, and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Rabinarayan Patra has confirmed that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Dr. Rabinarayan Patra has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any other such authority pursuant to circular dated 20<sup>th</sup> June 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed companies. Dr. Rabinarayan Patra is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013. Dr. Rabinarayan Patra has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to registration with data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS- 2) on General Meetings, of Dr. Rabinarayan Patra is provided in Annexure II of the Postal Ballot Notice.

In the opinion of the Board, Dr. Rabinarayan Patra fulfils the conditions specified in the Companies Act, 2013 and Rules, made there under and SEBI (LODR), 2015, for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Based on the recommendation of the Nomination and Remuneration Committee, given his vast knowledge, background and experience in chemical industry, the Board of Directors is of the view that it would be in the interest of the company to appoint him as an Independent Director for a period of three years with effect from 10<sup>th</sup> February 2025.

Accordingly, it is proposed to appoint Dr. Rabinarayan Patra as an Independent Director of the Company, who shall not be liable to retire by rotation.

In compliance with the provisions of section 149 read with schedule IV of the Act, Regulation 17 and Regulation 25(2) A of the listing Regulations and other applicable provisions of the Act and listing regulations, the appointment of Dr. Rabinarayan Patra as an Independent Director is now placed for the approval of the members by a special resolution as set out at item no. 2 of the accompanying notice.

None of the Director(s)/key managerial personnel of the Company or their relatives except Dr. Rabinarayan Patra, are concerned or interested financially or otherwise in the resolution.

## DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

Annexure - I

Name: Hari Krishnan R (DIN: 10762540)

1.	Name	Hari Krishnan R
2.	Date of Birth / Age	20/05/1988
3.	Educational Qualification	B Tech, IRTS
4.	Expertise in functional area	Mr. Hari Krishnan R has 12 years experience in logistics and general administration.
5.	Brief Resume including Experience	Mr. Hari Krishnan is a Civil Service Officer of 2012 exam batch. He has worked with Indian Railways in various capacities of operations, business development and general administration. He has 12 years of experience in logistics and governmental administration gained from the above role. He has 8months of experience in KSIDC in the role of investment promotion, investment facilitation, project finance, industrial park management and general administration.
7.	Directorship held in other Companies	Cheraman Financial Services Limited, OEN India Limited, Western India Plywood Limited
8.	Listed entities from which the Director has resigned from Directorship in the last 3 (three) years	Nil
9.	No.of shares held in the Company. (Own/For other persons on a beneficial basis)	Nil
10.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	NA
11.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	NA
12.	Details of membership in the Committee of the Board of the company.	NA
13.	Details of membership in Committee/s of the Board of other companies*	NA

14.	Terms and conditions of appointment/ re- appointment including remuneration	NA
-----	---	----

\*Membership in committee denotes mandatory committees as per Companies Act, 2013.

Annexure - II

Name: Rabinarayan Patra (DIN: 00917044)

1.	Name	Rabinarayan Patra
2.	Date of Birth / Age	21/11/1955
3.	Educational Qualification	Graduation in Chemical Engineering from IIT, Kharagpur, Ph.D from Indian Institute of Technolgy, Mumbai
4.	Expertise in functional area	Dr. Rabinarayan Patra, is a freelance consultant on process technologies development of extracting titanium, zirconium and rare earth elements from their ores, refining them to their elemental pure form by hydro-metallurgical processes such as fractional precipitation, solvent extraction etc. along with mining and mineral beneficiation process technologies of heavy mineral beach sands, and related areas. Patra has Experience in complying with environmental clearances, pollution control norms for mining mineral production, formulation and execution of corporate plan, marketing of minerals both in domestic and international markets, negotiations with multinational companies for finalizing long term wage settlement, Corporate governance, execution of projects under corporate social responsibilities programme, compliance with company law and management of company's board, participation in numerous national and international seminars as invited speaker and lead organizer
5.	Brief Resume including Experience	Dr. Rabinarayan Patra joined Bhabha Atomic Research Center (BARC), Trombay in 1977 after graduation in chemical engineering from Indian Institute of Technology, Kharagpur. He obtained his Ph.D. from Indian Institute of Technology, Mumbai in 1988 while working in BARC on research and development of processes related to reverse osmosis, desalination of brackish and sea water by using membranes. In BARC he carried out design,



	<p>installation and commissioning of technology demonstration plants for recycling of industrial wastewater in RCF, Trombay and brackish water desalination plants in rural areas. He was associated with their technology transfer to industries and was also inventor of patents in the related fields. In 1989 he joined Indian Rare Earth Limited as Manager of the synthetic rutile plant in its OSCOM unit. He was also the Factory Manager of Thorium Plant, Trombay, which was successfully decommissioned in 2000. He served in the corporate marketing and technical departments of IREL before becoming Director Technical and CMD of the company and superannuated from the post in 2015.</p> <p>Dr. Rabinarayan Patra is former Chairman &amp; Managing Director, Indian Rare Earth Limited (IREL), Mumbai, past President and honorary member of Indian Institute of Metals, Kolkata. He is also a Fellow The Institution of Engineers (India). He is currently non-official Director on the board of Odisha Mining Corporation, Bhubaneswar, Odisha. He is a member of the State Expert Appraisal Committee, Forest, Environment &amp; Climate Change Department, Government of Odisha.</p> <p>He has served as Independent Director on the Board of Fertilizers &amp; Chemicals Travancore, Udyogamandal Kerala. Some of his assignments and engagements are member and chairman of committee to establish rare earth value chain in India constituted by NITI Aayog, New Delhi, advisor on heavy mineral beach sands to Andhra Pradesh Mineral Development Corporation, Vijayawada, external process safety expert of M/s. Uranium corporation of India Limited, Jaduguda, member in the research councils of Council of Scientific and Industrial Research, New Delhi as well as their laboratories such as National Metallurgical Laboratory, Jamshedpur and Institute of Minerals and Materials Technology, Bhubaneswar and consultant to metallurgical and mineral products private industries. He has also undertaken consultancy assignments under IAEA and rendered his services to overseas companies.</p>
--	---

7.	Directorship held in other Companies	Odisha Mining Corporation Limited
8.	Listed entities from which the Director has resigned from Directorship in the last three years	Nil
9.	No. of shares held in the Company. (Own/For other persons on a beneficial basis)	Nil
10.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	NA
11.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	NA
12.	Details of membership in the Committee of the Board of the company.	NA
13.	Details of membership in Committee/s of the Board of other companies*	NA
14.	Terms and conditions of appointment/ re- appointment including remuneration	NA

\*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: 10.02.2025

Saran S Kartha,  
Joint Managing Director.  
(DIN: 02676326)