

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 36th Annual General Meeting of the shareholders of Cochin Minerals and Rutile Limited will be held on Friday, 08th August, 2025 at 10.30 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 31st March, 2025 together with the Reports of the Board of Directors' and Auditors', thereon.

2. Declaration of Dividend

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, a dividend of 80% (Rupee 8/- per equity share of ₹.10/- paid up) be and is hereby declared out of the surplus in the Profit and Loss Account."

3. Appointment of Director - To appoint a Director in place of Shri. Anil Ananda Panicker (DIN: 05214837), who retires by rotation and being eligible, offers himself for re-appointment and in this connection.

To consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:-

"RESOLVED THAT the retiring Director Shri. Anil Ananda Panicker (DIN: 05214837), be and is hereby re-appointed as Director of the Company subject to retirement by rotation."

4. Appointment of Director - To appoint a Director in place of Shri. Nabel Mathew Cherian (DIN: 03619760), who retires by rotation and being eligible, offers himself for re-appointment and in this connection.

To consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:-

"RESOLVED THAT the retiring Director Shri. Nabel Mathew Cherian (DIN: 03619760), be and is hereby re-appointed as Director of the Company subject to retirement by rotation."

SPECIAL BUSINESS

5. Appointment of Mr. Saran S Kartha (DIN: 02676326) as Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013("Act"), read with Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014, including

any statutory modifications or re-enactments thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Saran S Kartha (DIN 02676326), as Managing Director of the Company for a period of 3 (Three) years with effect from 21st May, 2025 on the following terms and conditions:

Remuneration: Subject to the provisions of Sections 197 and 198 of the Companies Act 2013 read with Schedule V to the said Act, in financial years where profits are adequate, the Company may pay a remuneration by way of salary, perquisites, dearness allowance, commission and other allowances together not exceeding 5 (five) percent of the net profits of the Company and in financial years where the Company has no profits or the profits are inadequate, the Company may pay remuneration by way of salary not exceeding Rs.15.00 lakhs per month, leave encashment, medical insurance and other perquisites/allowances, as per Rules of the Company, as minimum remuneration as per Schedule V to the Companies Act 2013 or any statutory modifications or re-enactments thereof for the time being in force.”

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

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

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

6. To approve Alteration of Articles of Association of the Company

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

RESOLVED THAT pursuant to the section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for effecting alteration in the Articles of Association(‘the AOA’) of the Company by inserting under Article 2, immediately after clause (o),

“CHAIRMAN EMERITUS”

- (p) “Chairman Emeritus” means the past Chairman of the Company/Managing Director/Director/promoters/persons of repute who shall be appointed as Chairman Emeritus by the Board of Directors.”

RESOLVED FURTHER THAT Article 119A be inserted immediately after Article 119 with new heading” Appointment of Chairman Emeritus” as under:

APPOINTMENT OF CHAIRMAN EMERITUS

- 119A. (1) Board shall be entitled to appoint any person who has rendered significant or distinguished services to the company or to the industry to which the company's business relates or in the public field, as the Chairman Emeritus of the Company.
- (2) The Chairman Emeritus shall hold office until he resigns office or a resolution to that effect is passed by the Board.
- (3) The Chairman Emeritus may be invited to attend any meetings of the Board or Committee thereof, but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (4) The Chairman Emeritus shall not be deemed to be a Director for any purposes of the Act or any other statute or Rules made there under or these Articles including for the purpose of determining maximum number of directors which the company can appoint.
- (5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company, subject to the approval of shareholders, if required.
- (6) The Chairman Emeritus may provide advice, guidance and mentorship to the company, its Board and Management from time to time. Such advisory services provided by Chairman Emeritus are not binding on the company and will be only recommendatory in nature.
- (7) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus."

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

7. Approval for holding office or place of profit by Dr. S N Sasidharan Kartha, a related party, as Chairman Emeritus and payment of remuneration / fee to him.

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

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013(the Act) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and all other applicable provisions, if any, of the Act, and Regulation 23 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Resolution set out in Item No 6 in the Notice of AGM dated 07.07.2025, and as recommended by the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for holding

office or place of profit by Dr. S. N. Sasidharan Kartha as Chairman Emeritus and for payment of remuneration/fee of Rs.8,00,000/- (Rupees Eight Lakhs only) per month to him for a period of five years with effect from 08th August, 2025 i.e. from 08th August, 2025 to 07th August, 2030.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation in the Act, the Board of Directors, be and is hereby authorized to vary the terms and conditions including the payments in accordance with the applicable law without any reference to, or requirement to seek approval of the members of the Company.

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

8. Appointment of Secretarial Auditor.

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

“**RESOLVED THAT** pursuant to section 204 and other applicable provisions, if any, of the Companies Act, 2013, (Act), Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2024 and Regulation 24A of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 read with circulars issued there under from time to time, (including any statutory modification(s) or re-enactment thereof for the time being force) as amended from time to time, M/s. SEP Associates, Practicing Company Secretaries, Ernakulam be and are hereby appointed as Secretarial Auditors of the Company for a term of five years commencing from Financial year 2025-26 till financial year 2029-30 at such fees, plus applicable taxes and other out of pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and Secretarial Auditors.”

“**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other service or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws.”

RESOLVED FURTHER THAT Board of Directors be and is hereby severally authorized to do all such acts, deeds, things 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: 07.07.2025

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

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2024 dated September 19, 2024, read with circulars dated September 25, 2023, December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO.SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 DATED OCTOBER 03, 2024, CIRCULAR NO.SEBI/HO/CFD-PoD-2/P/CIR/2023/167 DATED OCTOBER 07, 2023, CIRCULAR NO.SEBI/HO/CFD/PoD-2/P/CIR/2023/4 DATED JANUARY 5, 2023, CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR/P/2022/62 DATED MAY 13, 2022, CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR/P/2021/11 DATED JANUARY 15, 2021 AND SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 36th 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 **2nd August, 2025 to 8th August, 2025** (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, who are KYC compliant, in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on **Friday, 1st August 2025**.
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** latest by **1st August 2025**. 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** latest by **1st August 2025**.
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. MUFG Intime India Private Limited (formerly known as Link Intime India Private Ltd.), "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028 Phone: 0422-4958995/2539835/836, Email: **coimbatore@in.mpms.mufg.com**.

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, 2021-2022, 2022-23 and 2023-24 are given below:

Financial Year ended 31st March	Date of Declaration	Last date for claiming
2020	04.02.2020	03.02.2027
2022	01.09.2022	31.08.2029
2023	15.09.2023	14.09.2030
2024	24.08.2024	23.08.2031

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

9. Additional information in respect of Directors seeking appointment / reappointment as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchange and as per SS-2 are provided as Annexure to this notice.
10. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the company in respect of shares held in physical form and with concerned Depository Participant (DP) in respect of shares held in electronic form to enable the Company to serve documents in electronic form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to MUFG Intime India Private Limited, in case the shares are held in physical form. The said forms can be downloaded from the Company's website under <https://cmrlindia.com/isr-forms/>

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, subject to folio being KYC compliant, 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 Share Transfer Agents, MUFG Intime India Private Limited for assistance in this regard.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company.
14. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
15. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before **1st August, 2025** through email on **cmrlexim@cmrlindia.com**, which shall be replied to by the Company suitably.
18. The Board of Directors has appointed Mrs. Malathy Narayanankutty, (Membership No. FCS: 12792, C.P. No. 23062), Partner, M/s. MOHANS & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize e-voting process including remote e-voting in a fair and transparent manner and to ascertain requisite majority.
19. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting unblock the votes casted through remote e-voting/e-voting during the AGM and submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's

Report of the total votes casted in favor or against, if any, to the Chairman of the Company or by a Person authorized by him who shall countersign the same.

20. The Scrutinizer shall submit her Report to the Chairman and the result declared will be placed on the Company's website: **www.cmrlindia.com** 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 General Circular No. 09/2024 dated September 19, 2024, read with circulars dated September 25, 2023, 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 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 No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, October 7, 2023, January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020, Notice of the AGM along with the Annual Report 2024-25 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 2024-25 will also be available on the website of the Company at **www.cmrlindia.com** and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at **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**.

Steps for e-Voting:

- (i) The remote e- voting period begins at 9:00 A.M on Tuesday, 5th August, 2025 and ends at 5:00 P.M on Thursday, 7th August, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 1st August, 2025 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 CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & 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 NSDL</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 Forgot User ID and Forgot Password option available at above mentioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210991
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000 .

(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**.
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.
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** 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
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"> 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).

- 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 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.
- 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 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 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 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 & 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. 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. 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 cast 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 send an email to [**helpdesk.evoting@cdslindia.com**](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free number **1800 2109911**.

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 contact at toll free number **1800 2109911**.

Statement of material facts in terms of Section 102(1) of the Companies Act, 2013**Item No.5**

Mr. Saran S Kartha, a Mechanical Engineering graduate, is associated with the Company since 27th May, 2009 as the Additional Director, as Executive Director with effect from 01st October, 2009 and has been the Joint Managing Director with effect from 07th February, 2012. Shareholders re-appointed Mr. Saran S Kartha as Joint Managing Director for a period of three years effective from 01st October, 2022 to 30th September, 2025 in the AGM held on 01st September, 2022 and re-appointed Dr. S N Sasidharan Kartha as Managing Director for a period of three years effective from 01st April, 2024 and till 31st March, 2027 in the AGM held on 15th September, 2023. Dr Sasidharan Kartha had expressed his desire to step down as Managing Director and Director of the Company effective from 20th May, 2025 due to health issues and submitted his resignation.

The Nomination and Remuneration Committee at its meeting held on 21st May 2025 considered resignation of Dr. S. N. Sasidharan Kartha as Managing Director and Director of the Company. While his continued association will remain beneficial to the Company, duly respecting his decision, the Committee and the Board of Directors in their meeting held on 21st May 2025, accepted his resignation and appointed Mr. Saran S Kartha, Joint Managing Director as the Managing Director of the Company for a period of three years with effect from 21st May 2025. Mr. Saran S. Kartha has already given his consent to act as Managing Director of the Company. Over the last few years, in his role as Joint Managing Director, he has played a vital role in overseeing business strategies including market penetration and development, product development and other management functions of the company and driving the growth of the Company. With his active involvement and guidance, the overall performance and profitability of the Company has improved. His long association with the Company, experience and expertise would immensely benefit the Company in its growth and driving the strategic initiatives.

As per Schedule V to the Companies Act, 2013, the remuneration payable to managerial personnel requires approval of shareholders in general meeting. The Board of Directors of your Company is of the opinion that his appointment as Managing Director will be beneficial to the Company. Accordingly, Board recommends his appointment as Managing Director for a period of 3(Three) years with effect from 21st May 2025 i.e., from 21st May 2025 to 20th May 2028, to the shareholders on such remuneration and conditions set out in the resolution under item No. 5.

Board recommends the resolution for the approval of the members as a Special resolution and the members are requested to approve the special resolution.

The information, as required under the regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), of Mr. Saran S Kartha is provided in **Annexure I** to the notice.

None of the Directors, except Mr. Saran S Kartha, the appointee, Smt. Jaya S Kartha being relative of the appointee, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in passing of this item.

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

Additional information is given in **Annexure I**.

Item No.6

Company may appoint any person who has rendered significant or distinguished services to the company or industry to which the company's business relates to or public field as the Chairman Emeritus of the Company. Promoters/past Chairman/ Managing Director/Directors/persons of repute may be appointed as 'Chairman Emeritus'. Presently Articles of Association of the Company do not contain any provision for appointment of a person as 'Chairman Emeritus'.

Hence Board of Directors at its meeting held on 07th July, 2025, has decided to alter the Articles of Association of the Company by inserting provision for appointment of a person as Chairman Emeritus in order to have powers to appoint 'Chairman Emeritus' as and when the Board of Directors deems it fit.

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

The Board of Directors recommends the Resolution set out at item No.6 of accompanying Notice for the approval of the Members of the Company as Special Resolution.

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

Item No.7

Dr. S.N Sasidharan Kartha is the Chief Promoter and Founder Managing Director of the Company since its inception. He has rendered meritorious services to the Company to build the enterprise on a strong footing through his relentless and dedicated hardwork. As a visionary who had foreseen the future potential for titanium and its products, he set up the factory for producing synthetic rutile three decades back using both indigenous technology and indigenous plant and machinery. With the right market tie up, team work and motivation he has successfully enhanced the plant capacity from 10,000 TPA to 50,000 TPA of synthetic rutile and also streamlined production and marketing of water purifying chemicals like ferric chloride, ferrous chloride and other by-products. Ever since its establishment, CMRL has scaled new heights and achieved several accolades for its extraordinary performance in multiple parameters, which were direct results of the dynamic and visionary leadership of Dr. S N Sasidharan Kartha.

Dr. S. N. Sasidharan Kartha had been serving as the Managing Director since its inception. Due to health issues, he had expressed his desire to step down as Managing Director and Director of the Company and resigned from the post of Managing Director and office of Director with effect from 20th May 2025.

Considering his long association, vast experience, knowledge and wisdom in the business of the Company and to continue to benefit from his rich and valuable experience Board of directors is of the opinion that continued association of Dr. S N Sasidharan Kartha, in an advisory/mentor role would immensely benefit the Company and the Board. Hence based on the recommendation of Nomination and Remuneration Committee and Audit Committee, Board of Directors in their meeting held on 07th July, 2025 appointed Dr. S N Sasidharan Kartha, as the 'Chairman Emeritus' of the Company for a period of 5(five) years with effect from 08th August 2025, on a remuneration/fee of Rs.8,00,000/-(Rupees Eight Lakhs only) per month subject to the enabling provisions of altered Articles of Association and approval of the shareholders in the ensuing Annual General Meeting. As Chairman Emeritus, he will not be a member of the Board, but can be invited to attend the meetings of the Board and Committees and he shall not have any right to vote.

Dr. S N Sasidharan Kartha, being Chief promoter and a relative of Mr. Saran S Kartha, Managing Director, Mr. Anil Ananda Panicker, Executive Director and Mrs. Jaya S Kartha, Non Executive Director in terms of section 2(76) of the Act and his position as 'Chairman Emeritus' shall be considered as holding of office or place of profit, as per the provisions of section 188(1) (f) of the Companies Act, 2013 and Rules made there under. Accordingly, prior approval of the members of the Company is required, where a

relative of Director is appointed to office or place of profit and the remuneration exceeds Rs.2.5 lakhs per month. However, In terms of Regulation 23 of Listing Regulations, the proposed transaction is not a material related party transaction. Therefore, pursuant to the Company's policy on related party transactions and section 188 of the Act, and Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014, approval of the members of the Company is being sought for the proposed office or place of profit.

The particulars as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as under:

1	Name of the Related Party and its relationship with listed entity	Dr. S N Sasidharan Kartha , Promoter, Chairman Emeritus
2	Name of the director or key managerial personnel who is related, if any;	Mr. Saran S Kartha-Managing Director, Mr. Anil Ananda Panicker-Executive Director, Mrs. Jaya S Kartha-Non-Executive Director
3	Nature of relationship	Mr. Saran S Kartha- Son, Mr. Anil Ananda Panicker-Son-in-law, Mrs. Jaya S Kartha -wife
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Payment of Remuneration to Dr. S N Sasidharan Kartha- Rs.8,00,000/- per month for a period of 5(five years) with effect from 08 th August, 2025 to 07 th August 2030
5	Justification as to why the RPT is in the interest of the listed entity	Dr. S N Sasidharan Kartha has served the Company for more than three decades. He has rendered meritorious services to the Company to build the enterprise on a strong footing through his relentless and dedicated hardwork. In recognition of his long association, vast experience, knowledge and wisdom in the business of the Company and the Company would benefit from his rich and valuable experience and guidance from time to time.
6	Any other information relevant or important for the members to take a decision on the proposed resolution	The appointment and payment of fees will be in the ordinary course of business and at arm's length.

Accordingly, the Board recommends the Ordinary Resolution set forth in item No.7 for the approval of members of the Company.

None of the Directors, except Managing Director Mr. Saran S Kartha, Executive Director Mr. Anil Ananda Panicker and Non Executive Director Mrs. Jaya S Kartha being relatives of the appointee, Key Managerial Personnel of the Company and their relatives is any way concerned or interested, financially or otherwise in passing of this item.

Item No.8

Pursuant to the provisions of section 204 of the Companies Act, 2013('the Act'), the Company has to annex with its Board's report, a Secretarial Audit Report in the prescribed format in form MR-3. Section 179 of the Act, read with Companies (Meetings and its Powers) Rules, 2014, provided that appointment of Secretarial Auditor shall be made by the Board of Directors only by means of a resolution passed at its meeting.

SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015('the Listing Regulations'). The amended regulation read with the SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024 have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended regulation 24A of the Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. In terms of the Regulation 24A(1) (b), on the basis of recommendation of the Board of Directors, a listed entity shall appoint or re-appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five Consecutive years with the approval of the shareholders of the Company.

Accordingly, based on the recommendation of Audit Committee, Board at its meeting held on 07th July, 2025, approved the appointment of M/s. SEP Associates, Practicing Company Secretaries, Ernakulam as Secretarial Auditors of the Company for a period of 5 years commencing from financial year 2025-26 and ending with the financial year 2029-30, subject to the approval of shareholders in the ensuing Annual General Meeting.

M/s. SEP & Associates is a boutique firm of Company Secretaries based in Kochi with its presence in Trivandrum, Chennai, and Mumbai. The Firm has been formed with the idea of offering a one-stop solution for its clients in the field of Corporate Governance, Secretarial and Legal compliance along with management advisory services.

The Firm is well-equipped in meeting the requirements of all categories of business entities ranging from private, public, listed and Government companies as well as entities that are governed by special legislations, like Banking companies, Non Banking Finance Companies, securities market intermediaries, entities having foreign presence, partnership firms, Limited Liability Partnerships etc. M/s. SEP & Associates is a Peer reviewed entity (Peer Review No. 6780/2025) by the Institute of Company Secretaries of India.

The firm or partners have not been barred/ blacklisted/ penalised by any bank / Statutory Authority / Regulatory Authorities such as IRDA, RBI, SEBI etc. or Institute of Company Secretaries of India, Ministry of Corporate Affairs (MCA) and Registrar of Companies (RoC).

M/s. SEP & Associates have given their consent to act as Secretarial Auditors of the company and confirmed that aforesaid appointment, if made, would be within the limits specified by The Institute of Company Secretaries of India (ICSI) and are in compliance with independent requirements as prescribed under the Auditing Standards issued by the ICSI. They have also confirmed that firm and its partners are not disqualified to be appointed as Secretarial Auditors and eligible for appointment as Secretarial Auditors in terms of Regulation 24A of SEBI Listing Regulations. The services to be rendered by M/s. SEP & Associates as Secretarial Auditors is within the purview of said regulation read with SEBI Circular No. SEBI/HO/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

In addition to the Secretarial auditors, M/s. SEP & Associates shall provide such other services or certificates, reports or opinions which they may be eligible to provide or issue under the applicable laws and as approved by the Board. The relevant fees will be decided by the Board as recommended by Audit committee in consultation with Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in item No.8 for Approval of members of the company.

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

Annexure to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 08th August, 2025 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Mr. Anil Ananda Panicker (DIN 05214837)

1.	Name	Anil Ananda Panicker
2.	Date of Birth / Age	03.04.1980/ 45 years
3.	Educational Qualification	B Tech (Hons) in Mechanical Engineering. MBA (Marketing & Operations) from XLRI, Jamshedpur. Certified Management Accountant(CMA) from IMA, USA
4.	Expertise in functional area	Mr. Anil Ananda Panicker has got more than 22 years of experience in the general management functions with specialization in the International Trade/Marketing, Financial Management & Control and project development.
5.	Date of first appointment on Board	10-08-2016. He has been appointed as Executive Director for a period of 3 years with effect from 1 st June, 2024 to 31 st May, 2027, liable to retire by rotation, by the shareholders in the Annual General Meeting held on 24 th August, 2024.
6.	Brief Resume including Experience	Mr. Anil Ananda Panicker is a B.Tech (Hons) in Mechanical Engineering with Master of Business Administration and CMA degree from USA. He has got more than 22 years of experience in general management having major industry exposure in Manufacturing, EPC, Real Estate and Industrial products. He has been in the Senior Executive role in overseas companies both at strategic and operation level, involved in strategic planning, budgeting & business development.
7.	Directorship held in other Companies	(1) Kerala Rare Earths and Minerals Limited (2) Nipuna International Private Limited
8.	No.of shares held in the Company.	143772
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Son-in-Law of Smt. Jaya S Kartha
10.	No.of Board meetings attended during his current tenure in office as director and till the date of this Notice	10
11.	Details of membership in the Committee of the Board of the company.	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 08th August, 2025 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Nabel Mathew Cherian (DIN 03619760)

1.	Name	Nabel Mathew Cherian
2.	Date of Birth / Age	26.01.1983 / 42 Years
3.	Educational Qualification	B.Com. Graduate with MBA(Finance) from Gannon University, USA and MS (Accounting and Taxation) from University of Hartford U S A.
4.	Expertise in functional area	Management of Hospitality Business
5.	Date of first appointment on Board	26-08-2011
6.	Brief Resume including Experience	15 years experience in the management & administration of Hospitality business.
7.	Directorship held in other Companies	Executive Director of Naduvile Idom Hospitality India Private Limited.
8.	No.of shares held in the Company.	1300
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Son of Shri. Mathew M Cherian
10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	10
11.	Details of membership in the Committee of the Board of the company.	Stakeholder Relationship Committee
12.	Details of membership in Committee/s of the Board of other companies*	NIL
13.	Terms and conditions of appointment/ re-appointment including remuneration	As per Resolution of the Annual General Meeting.

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

Annexure I to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 08th August, 2025 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 / 38 years.
3.	Educational Qualification	B.Tech (Mechanical)
4.	Expertise in functional area	Mr. Saran S Kartha, as Joint Managing Director, has played a vital role in overseeing business strategies including market penetration and development, product development and other management functions of the company and driving the growth of the Company. With his active involvement and guidance, the overall performance and profitability of the Company has improved. His long association with the Company, experience and expertise would immensely benefit the Company in its growth and driving the strategic initiatives.
5.	Date of first appointment on Board	27/05/2009
6.	Brief Resume including Experience	<p>Mr. Saran S Kartha, a Mechanical Engineering graduate, is associated with the Company since 27th May, 2009 as the Additional Director. He had been appointed as Executive Director of the Company for a period of 5 years with effect from 01st October, 2009 and has been the Joint Managing Director with effect from 07th February, 2012. He has been re-appointed as Joint Managing Director of the Company for a period of 3 years with effect from 01st October, 2022 to 30th September, 2025.</p> <p>Mr. Saran S Kartha has been entrusted with the duties of Managing Director since 1st April, 2024 as Former Managing Director had been on medical leave.</p> <p>With his active involvement and guidance, the overall performance and profitability of the Company has improved. His long association with the Company, experience and expertise would immensely benefit the Company in its future growth and development.</p>

7.	Directorship held in other Companies	(1) M/s. Kerala Rare Earths and Minerals Limited. (2) M/s. Nipuna International Pvt. Ltd.
8.	No.of shares held in the Company.	1,85,523
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Smt. Jaya S Kartha is mother
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 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: 07.07.2025

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