



The Board of Directors
COCHIN MINERALS AND RUTILE LTD,
VIII/224 P B NO 73 MARKET ROAD,
ALWAYE ERNAKULAM - 683101

**SECRETARIAL COMPLIANCE REPORT OF COCHIN MINERALS AND RUTILE LTD
FOR THE YEAR ENDED 31.03.2021**

We, MOHANS & Associates, have examined:

1. all the documents and records made available to us and explanation provided by Cochin Minerals and Rutile Ltd ("the listed entity")
2. the filings/ submissions made by the listed entity to the stock exchanges,
3. website of the listed entity,
4. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;





- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository Participants) Regulations, 1996 & 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:





Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	BSE	Regulation 19(1) /19(2) – Non-compliance with the constitution of Nomination and Remuneration Committee	BSE vide email dated 17.11.2020 pointed out the non compliance with the constitution of Nomination and Remuneration Committee for the quarter ended September 30, 2020 and required the Company to pay a fine of Rs. 2,17,120.	The Company had constituted a valid Nomination and Remuneration Committee in compliance with the Regulation 19(1) of SEBI (LODR) Regulations, 2015. In the Corporate Governance Report for the quarter ended September 30, 2020, a clerical mistake crept in. The Company resubmitted the revised Corporate Governance Report for the half year ended September 30, 2020 on 03.12.2020 vide acknowledgement No. 0312202010170527.
2.	BSE	Regulation 23(9) - Non-compliance with disclosure of related party transactions on consolidated basis.	BSE vide email dated January 18, 2021 and February 06, 2021 pointed out non-compliance with the disclosure of related party transactions for the half year ended September 30, 2020 and required the Company to pay a fine of Rs. 2,30,100	The Company made a written reply to BSE Ltd on 23.02.2021 vide acknowledgement number 2485493 and also filed disclosure of related party transactions for the half year ended September, 2020. The Company remitted an amount of Rs. 2,30,100/- on February towards fine by way of R T G S on 08.02.2021 (UTR NO. BARB202102081039767337).



**MOHANS & Associates**

Company Secretaries

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31st March, 2020 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 29(2) / 29(3) – delay in furnishing prior intimation about the meeting of the Board of Directors for interim Dividend	The entity has filed a reply dated 05.02.2020 along with details of remittance of fine imposed by BSE (Rs. 11,800 vide RTGS dated 18.03.2020 of transfer also)	The Company remitted the fine of Rs. 11,800 vide RTGS transfer (UTR No BARBZ20078543607 dated 18.03.2020)	NIL

Note : Due to continuing COVID-19 pandemic, physical verification of the documents has not been done and this certificate has been issued relying on the details / information provided electronically by the Company / Registrar and Share Transfer Agents.

Date : 30-06-2021

Place : Tripunithura .

UDIN : A020399C000546848

For **MOHANS & Associates**
Company Secretaries




(MALATHY N)
Partner

ACS No : 20399 CP No. : 23062
PR 1248/2021