



COCHIN MINERALS AND RUTILE LIMITED
Corporate Identity Number (CIN): L24299KL1989PLC005452
Regd. Office: P.B No. 73, VIII/224, Market Road, Aluva - 683101
Email: cmrlexim@cmrlindia.com, Website: www.cmrlindia.com

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. 03/2025 dated September 22, 2025 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. Rajesh Jacob (DIN: 06443594) as Nominee Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of the section 149, 152, 161(3) 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 provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of association of the Company, Mr. Rajesh Jacob (DIN: 06443594), who has been nominated by Kerala State Industrial Development Corporation Limited (KSIDC)

as its Nominee Director, and appointed as Nominee Director of the Company by the Board of Directors with effect from 28th May 2026 in accordance with the provisions of Section 161 of the Act, pursuant to the recommendation of Nomination and Remuneration Committee, 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 – Approval for Continuation of Mr. Mundanical Mathew Cherian (DIN: 01265695) as Non-Executive Non-Independent Director of the Company on attaining the age of 75(Seventy Five) years.

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Mundanical Mathew Cherian (DIN: 01265695) as a Non-Executive Non-Independent Director of the company, liable to retire by rotation, who will attain the age of 75 years on 07 September, 2026.”

“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 filing of necessary forms and documents and making such submissions as may be required with the regulatory authorities, and to 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: 28.05.2026

Saran Kartha Sasidharan,
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. 03/2025 dated September 22, 2025 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.
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 (Formerly known as Link Intime India Private Limited), Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028, Tamilnadu, Phone: 04222314792, 2539835 / 836, 4958995, Email: investor.helpdesk@in.mpms.mufg.com.**
4. In accordance with the provisions of the MCA Circulars, 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, June 05, 2026 (“cut-off date”)**. A person who is not a shareholder on the relevant date should treat this notice for information purposes only. Members holding equity shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Friday, July 10, 2026. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing e-voting facility to its members.
7. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at <https://cmrlindia.com/wp-content/uploads/2026/06/Notice-of-Postal-Ballot-June-2026.pdf>, website of CDSL at www.evotingindia.com and on the website of Stock Exchange, i.e., BSE Limited at www.bseindia.com.

8. 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 sivarkn@sepmail.in. The scanned image of the above documents should be in the naming format "**Cochin Minerals and Rutile Limited– EVSN260608006**".
9. 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.
10. 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.
11. 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.
12. 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 **cut-off date**.
13. 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.
14. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: 09.00 a.m. (IST) on Thursday, June 11, 2026;
End of remote e-voting: 05.00 p.m. (IST) on Friday, July 10, 2026. 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.
15. The Board of Directors of the Company has appointed Mr. P Sivakumar, FCS, Managing Partner of SEP & Associates, Company Secretaries as the Scrutinizer to scrutinize the

Postal Ballot process and the remote e-voting in a fair and transparent manner and they have communicated their willingness to be appointed.

16. 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://cmrlindia.com/wp-content/uploads/2026/06/Postal-Ballot-2026.pdf> and on the website of CDSL at www.evotingindia.com. The results will be communicated to the Stock Exchange simultaneously and will also be displayed at the registered office of the Company.
17. 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., **Friday, July 10, 2026**.
18. It is however clarified that Members of the Company as on cut-off date i.e. **Friday, June 5, 2026** (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.
19. 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.
20. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
21. The detailed process and manner for remote e-voting are explained herein below:

THE INSTRUCTIONS 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 **Thursday, June 11, 2026 at 09.00 a.m** and ends on **Friday, July 10, 2026 at 05.00 p.m**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date June 5, 2026** 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 users to login to Easi / Easiest are requested to visit www.cdslindia.com and click on Login icon and My Easi New (Token) Tab.</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. 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 cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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: https://eservices.nsd.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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</p>

	service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 2109911
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

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 Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the-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 DPID 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 onto 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	Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical share-holders) • 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)	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. • 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.

- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.**

- 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 will be mapped automatically & can be delink in the case of any wrong mapping.
- It is mandatory that, 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 mandatory 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 Aadhaar Card) by email to investor.helpdesk@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 or contact at toll free no. **18002109911**.

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 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 Limited (KSIDC), has conveyed vide its letter No. KSIDC/TVM/MD/2025/2755 dated November 28, 2025, nominating Mr. Rajesh Jacob (DIN: 06443594) as its Nominee Director of the company. Accordingly, the Board of Directors has appointed Mr. Rajesh Jacob as Nominee Director representing KSIDC with effect from 28th May, 2026, 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. Rajesh Jacob (DIN: 06443594), as Nominee Director requires approval of members of the Company.

Mr Rajesh Jacob (DIN: 06443594) 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. Rajesh Jacob 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 20th June 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed companies.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS- 2), of Mr Rajesh Jacob (DIN: 06443594) is provided in Annexure 1 of the Postal Ballot Notice.

Mr. Rajesh Jacob (DIN: 06443594) is interested in this resolution to the extent of his appointment as a 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

Mr. Mundanical Mathew Cherian (**DIN: 01265695**), was appointed as Non Executive Director on 18.08.1989.

Justification of continuation of Directorship

He is one of the promoters of the Company and has been a Non-Executive Director since its incorporation. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 28.05.2026, has reviewed the performance and contributions of Mr. Mundanical Mathew Cherian (DIN: 01265695), and is of the opinion that he continues to possess the integrity, expertise, and experience required for the role and has been actively contributing to the deliberations of the Board and its Committee. He is

engaged in Hotels, Restaurants, export, import and international trade. He is also the Chairman and Managing Director of Naduvile Idom Hospitality Private Limited.

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless a special resolution is passed to that effect. Mr. Mundanical Mathew Cherian (DIN: 01265695), will attain the age of 75 years on 07.09.2026.

Considering his expertise and experience in international trade and corporate governance practices, Board is of the opinion that his association as Non-Executive Non-Independent Director of the company will be beneficial to the company.

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

None of the Directors or key managerial personnel of the Company or their relatives other than Mundanical Mathew Cherian himself and Mr. Nabel Mathew Cherian, are concerned or interested financially or otherwise in the said resolution.

The Board recommends the special resolution as set out in Item No. 2 of the Notice for the approval of the shareholders.

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: Rajesh Jacob (DIN: 06443594)

1.	Name	Shri. Rajesh Jacob
2.	Date of Birth / Age	15/12/1970/55years
3.	Educational Qualification	Cost Management Accountant
4.	Expertise in functional area	Mr. Rajesh Jacob is working as DGM (F&A)& CCO in KSIDC, a middle layer NBFC, owned by Government of Kerala. He is in the service of KSIDC for more than 25 years handling various portfolios including Project Finance, Recovery etc.
5.	Date of first appointment on Board	28.05.2026
6.	Brief Resume including Experience	Mr. Rajesh Jacob is working as DGM (F&A)& CCO in KSIDC, a middle layer NBFC, owned by Government of Kerala. He is in the service of KSIDC for more than 25 years handling various portfolios including Project Finance, Recovery etc.

7.	Directorship held in other Companies	Geojit Credits Private Limited ULCCS IT Infrastructure Private Ltd.
8.	Listed entities from which the Director has resigned from Directorship in the last 3(three) years	NA
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*	Nil
14.	Terms and conditions of appointment/ re- appointment including remuneration	As per terms of agreement

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

Annexure - II

Name: Mathew M. Cherian (DIN: 01265695)

1.	Name	Shri. Mathew M. Cherian
2.	Date of Birth / Age	07/09/1951 / 74 years
3.	Educational Qualification	Diploma holder in Hotel Management from the Institute of Hotel Management & Catering, Mumbai.
4.	Expertise in functional area	Shri. Mathew M Cherian, is one of the promoters of the Company. A Diploma holder in Hotel Management from the Institute of Hotel Management & catering, Bombay, Mr. Cherian is engaged in Hotels, Restaurants, export, import and international trade. He is also the Chairman and Managing Director of Naduvile Idom Hospitality Private Limited.
5.	Date of first appointment on board	18.08.1989
5.	Brief Resume including Experience	Mr. Cherian is engaged in Hotels, Restaurants, export, import and international trade. He is also the Chairman and Managing Director of Naduvile Idom Hospitality Private Limited.
7.	Directorship held in other	M/s. Naduvile Idom Hospitality Private Limited.

	Companies	M/s. Kerala Rare Earths and Minerals 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)	2,99,204
10.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Shri. Nabel Mathew Cherian (Son)
11.	No. of Board meetings attended during the previous year (2025-26) as director	5
12.	Details of membership in the Committee of the Board of the company.	Member of the Stake holder Relationship Committee
13.	Details of membership in Committee/s of the Board of other companies*	NIL
14.	Terms and conditions of appointment/ re- appointment including remuneration	As per company policies

*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 : 28.05.2026

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