



COCHIN MINERALS AND RUTILE LIMITED

AN ISO 9001:2008 COMPANY

A MODEL ECOFRIENDLY COMPANY

**ANNUAL REPORT
2016-2017**

COCHIN MINERALS AND RUTILE LIMITED

BOARD OF DIRECTORS

Shri. R.K. Garg	- Chairman
Shri. Mathew M. Cherian	- Vice Chairman
Shri. A.J. Pai	- Director
Shri. G.R. Warriar	- Director
Shri. Anand Sarma	- Director
Shri. T P Thomaskutty	- Director
Smt. Jaya S.Kartha	- Director
Shri. Nabil Mathew Cherian	- Director
Shri. Anil Ananda Panicker	- Director
Shri. Saran S Kartha	- Joint Managing Director
Dr. S.N. Sasidharan Kartha	- Managing Director

AUDITORS

Saghesh Kumar K A,
Chartered Accountant,
Aluva.

SECRETARIAL AUDITORS

K. P. Thomas & Company,
Company Secretaries,
Carmel Building, Ist Floor, Banerji Road,
Kochi - 682 018
Ph: 0484 2395304
email : kptfcs@gmail.com

LEGAL ADVISORS

M/s Mathai & Mathai,
Advocates,
Ernakulam

M/s Menon & Pai,
Advocates,
Ernakulam

BANKERS

1. Bank of Baroda, Aluva.
2. State Bank of India, Aluva
3. Industrial Development Bank of India Limited, Cochin.

REGISTRARS & SHARE TRANSFER AGENTS

M/s S.K.D.C Consultants Limited,
Kanapathy Towers, 3rd Floor, 1391/A, Sathy Road,
Ganapathy, Coimbatore – 641 006
Ph: 0422-4958995, 2539835, 2539836, Fax: 0422-2539837
E-mail: info@skdc-consultants.com

REGISTERED OFFICE

P.B. No. 73, VIII/224, Market Road,
Aluva – 683 101, Kerala.
Tel : 0484 – 2626789, Fax : 0484 - 2625674
E-mail : cmrlexim@cmrlindia.com, cmrlexim@dataone.in

CIN NO. L24299KL1989PLC005452

FACTORY

Edayar Industrial Development Area,
Muppathadom P.O.,
Aluva - 683 110.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 28th Annual General Meeting of the shareholders of Cochin Minerals and Rutile Limited will be held on Tuesday the 29th August 2017 at 2.30 P.M at the Priyadarshini Municipal Town Hall, Thottakkattukara, Aluva, Ernakulam District, Kerala to transact the following business:

ORDINARY BUSINESS

1. Adoption of Accounts

To receive, consider and adopt the audited accounts of the Company for the financial year ended 31st March 2017 together with Directors' Report and Auditors' Report, thereon.

2. Appointment of Director

To appoint Director in place of Shri. Nabel Mathew Cherian who retires by rotation and being eligible, offers himself for re-appointment and to consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution.

“RESOLVED that the retiring Director Shri. Nabel Mathew Cherian be and is hereby reappointed as Director of the company subject to retirement by rotation.”

3. Appointment of Auditors

To appoint Auditors and to fix their remuneration and in this connection to pass, with or without modification, the following resolution as an ordinary resolution.

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, M/s A K Muralee & Co., Chartered Accountants, Edappally be and are hereby appointed as Auditors of the Company, in place of Mr. Saghesh Kumar K A who has retired in terms of Sec. 139(2) of the Companies Act 2013, to hold office for a period of 5 years from the conclusion of this Annual General Meeting of the company, on a remuneration to be mutually agreed upon between the Board of Directors of the company and the Auditors.”

SPECIAL BUSINESS

4. Re-appointment of Managing Director

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

"Resolved that pursuant to the provisions of Sections 197 and 198 read with schedule V and other applicable provisions, if any, of the Companies Act 2013, including any statutory notifications or re-enactments thereof for the time being in force, the consent of the Company be and is hereby accorded for the appointment of Dr. S N Sasidharan Kartha, Managing Director of the Company to hold office for a period of 3 (Three) years effective from 1st April, 2018, on the following terms and conditions.

- (i) 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,
- (ii) in financial years where the Company has no profits or the profits are inadequate, the Company may pay remuneration by way of salary, perquisite, dearness allowance and other allowances, as minimum remuneration not exceeding the limits specified in Part II, Section II of Schedule V to the Companies Act 2013 or any statutory modifications or re-enactments thereof for the time being in force."

By Order of the Board

Sd/-

Dr. S.N. Sasidharan Kartha,
Managing Director.

Place : Aluva

Date : 17.07.2017

Notes:

1. The statement of material facts pursuant to Section 102 (1) of the companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.
4. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing the representative to attend and vote at the meeting on their behalf.
6. Members/Proxies should bring the duly filled attendance slip enclosed to attend the meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd August 2017 to 29th August 2017 (both days inclusive) as per Clause 16 of the Listing Agreement.
8. Members are requested to address all correspondence including changing of address and dividend matters to the Registrars and share Transfer agents of the company, M/s S K D C Consultants Ltd., Kanapathy Towers, 3rd Floor, 1391/A, Sathy Road, Ganapathy, Coimbatore – 641 006.
9. 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, will, as per the Companies Act, 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 dividends declared from financial year 2009-2010 are given below:

Financial Year ended 31st March	Date of Declaration	Last date for claiming
2010	18.09.2010	17.09.2017
2011	26.08.2011	25.08.2018
2012	06.07.2012	05.07.2019
2013	09.07.2013	08.07.2020
2014	07.07.2014	06.07.2021

10. Brief resume, details of shareholding and inter-se relationship of Directors seeking election/re-election as required under the Listing Agreement entered into with Stock Exchange, are provided as Annexure to this notice.
11. 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 in respect of shares held in electronic form to enable the Company to serve documents in electronic form.
12. A member who need any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach him at least 7 days before the meeting, so that the information required can be provided.
13. Members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
14. Electronic copy of the Annual Report and AGM Notice are being sent to all the members whose E-mail id is registered with the Company/Depository participants unless any such member has requested for a hard copy of the same. For members who have not registered their E-mail ID, physical copies of Annual Report and AGM Notice for the year 2016-17 are sent through the permitted mode separately.
15. The notice of the Annual General Meeting and this communication are also available on the website of the company www.Cmrlindia.com
16. The results of remote e-voting and voting by Ballot at the Annual General Meeting will be announced at the Registered Office of the Company, by the Chairman of the Company or by a Person authorized by him within 48 hours of conclusion of the Annual General Meeting. A copy of the same will be posted in the company's website: www.cmrlindia.com and a copy will be forwarded to the Bombay Stock Exchange Ltd. where the shares of the Company are listed.

Voting Through Electronic Means

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the SEBI (LODR) Regulations, the Company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 28th Annual General Meeting scheduled to be held at 2.30 PM on Tuesday, the 29th August 2017, by electronic means and the business may be transacted through remote e-voting. The Company has engaged the services of CDSL as the authorised agency to provide the remote e-voting facilities. The instructions for remote e-voting is provided below.

Members, who have not voted through remote e-voting and present at the AGM in person or proxy, can vote through the ballot conducted at the AGM. Kindly note that members can opt for only one mode of voting i.e., either by remote e-voting or by ballot at the AGM. A member present at the AGM and voted by remote e-voting will not be permitted to vote at the AGM by Ballot.

Votes cast by members who hold shares on the cutoff date viz. 22.08.2017 alone will be counted.

Instructions for shareholders Voting Electronically are as under:

- (i) The remote e-voting period begins at 09.00 AM 26th August 2017 and ends at 05.00 PM on 28th August 2017. During this period shareholders of the Company, holding shares either in physical form or in electronic form, as on the cut-off date of 22nd August 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www. evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
For Members holding shares in Demat Form and Physical Form
PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Members who have not updated their PAN with the Company/ Depository

Participant are requested to use the sequence number provided at the attendance slip enclosed in the PAN field.

DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend

Bank details Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in electronic 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the Company Name, choose COCHIN MINERALS AND RUTILE LIMITED to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.”

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates and custodians respectively
- 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 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 26th August, 2017. Please follow the instructions as prompted by the mobile app while voting on your mobile.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com

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

Item No. 4

The present Managing Director Dr. S.N. Sasidharan Kartha was appointed for a period of 5 years with effect from 1st April, 2013 on the terms and conditions approved by the shareholders in their meeting held on 6th July 2012. The five years tenure will expire on 31st March 2018. The Board of Directors has taken on record the resolution passed by the Remuneration Committee to re-appoint Dr. S.N. Sasidharan Kartha for a further period of 3 years effective from 01.04.2018, subject to approval of the shareholders in the A.G.M on such remuneration and terms as set out in the relevant resolution.

As per Schedule V to the Companies Act 2013, the remuneration payable to managerial personnel requires approval of shareholders in general meeting. The resolution set out under item 4 of the no-

tice is recommended for approval. This may also be treated as a memorandum issued pursuant to the provisions of Section 190 of the Companies Act 2013.

None of the Directors, except Dr. S.N. Sasidharan Kartha the appointee, Smt. Jaya. S. Kartha, being his wife, Mr. Saran S Kartha, being his son and Shri. Anil Ananda Panicker, being his son-in-law, key management personnel or their relatives are concerned or interested in the resolution.

Further information required in terms of Section V are as follows

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 thereunder from time to time. **III Other information** : The reason of loss or inadequate profits, steps taken or proposed to be taken for improvement etc. are discussed in the management discussion and analysis, as part of the Annual Report 2017. **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.

Annexure to Notice of AGM

Profile of Directors seeking Re-appointment/Election

Dr. S.N. Sasidharan Kartha

Dr. S.N. Sasidharan Kartha is the founder and has been the Managing Director of the Company ever since its incorporation in 1989. Under his able and dynamic leadership, CMRL's performance scaled new heights and earned several accolades. The turn-over of the Company in 1993, the first year after the initial public issue was only Rs.178 Lakhs. Today it is about Rs. 149 Crores. The assets of the Company in the same period increased to Rs.8196 lakhs from 1674 lakhs.

The company was awarded the outstanding Export Award in 1997 by the Prime Minister of India, Best Export Award by KSIDC in 1998, the Export Excellence Award and Certificate in 2001 from Development Commissioner Cochin Special Economic Zone and the Award for Excellence in Export Performance from Government of India, Ministry of Commerce, in 2005. M/s. Toho Titanium Corporation and M/s Sumitomo Titanium Corporation, the Japanese Buyers of Synthetic Rutile have given the Company their "Certificate of Appreciation" considering the Company's product and service quality. The Company received Industrial Excellence Award 2006 instituted by Kerala Industrial Protection Forum for achievement of business success and outstanding export performance. The company also bagged the prestigious Quality Crown award in the Golden category instituted by Business Initiative Directions (BID), Madrid, Spain in 2009. The company bagged the Award for implementing pollution control measures from Government of Kerala for 11th consecutive year - Excellence Award for 9 years (2008 to 2016) and certificate of merit for securing 1st place among the medium scale Industries in the preceding 2 years.

The company also secured Excellence Award for safety for the year 2011 and 2012, instituted by the Department of Factories and Boilers, Government of Kerala. The company bagged the Kerala