

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(Pursuant of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity The Cochin Malabar Estates And Industries Ltd
2. Quarter ending 31st March, 2019

I. Composition of Board of Directors								
Title Mr./Ms.	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive / independent / Nominee)	Date of Appointment in the current term/cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Purushottam Jagannath Bhide	AEKPB2976E 00012326	Non-Executive	22/09/2015	-	7	5	4
Mr.	Babulal Surana	AIOPS0587J 00005900	Independent Non-Executive	22/09/2015 18/03/2019	41 months	5	6	1
Mrs.	Tara Purohit	AFHPP8825J 00658659	Independent Non-Executive	22/09/2015	42 months	1	1	-
Mr.	Chandra Prakash Sharma	ABDPS1388K 00258646	Non-Executive	07/10/2013	-	1	-	-
Mr.	Rajesh Kumar Gupta	ACXPG0635N 06701619	Executive	14/02/2015	-	1	1	-
Mr.	Hemant Bangur	ADEPB7059D 00040903	Non-Executive	01/09/2017	-	4	5	-

Note: Shri Babulal Surana resigned from the Directorship of the Company w.e.f. 18/03/2019.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Tara Purohit	I-NE
	P.J. Bhide	NE
2. Nomination & Remuneration Committee	Tara Purohit	I-NE
	P.J. Bhide	NE
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	P.J. Bhide	C-I-NE
	R.K. Gupta	E

Note 1 : Shri Babulal Surana ceased to be a member in the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee due to resignation submitted by him on 18/03/2019 with immediate effect.

III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive (in number of days)
12.11.2018		04.02.2019		
IV. Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter		Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1	Audit Committee 04.02.2019	Yes, all members present	12.11.2018	83
2	Nomination & Remuneration Committee -	-	12.11.2018	-
3	Stakeholders Relationship Committee 10.01.2019	Yes, all members present	01.11.2018	-
	-	-	15.11.2018	-
	-	-	06.12.2018	-
	-	-	20.12.2018	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p style="margin-left: 40px;">a. Audit Committee</p> <p style="margin-left: 40px;">b. Nomination & remuneration committee</p> <p style="margin-left: 40px;">c. Stakeholders relationship committee</p> <p style="margin-left: 40px;">d. Risk management committee (applicable to the top 100 listed entities) :</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report shall be placed before Board of Directors in the ensuing Board Meeting.</p> <p>NOTE :</p> <p>As per regulation 15(2) of the new SEBI (LODR) Regulations 2015, Corporate Governance Provisions are not applicable to the listed entity having paid up equity share capital not exceeding Rs 10 crores and net worth not exceeding Rs 25 crores as on the last day of the previous financial year. It is further informed that compliance with the provisions is not mandatory for the Company since the Paid-up Equity Share Capital of the Company does not exceed Rs.10.00 Crores and Net Worth of the Company does not exceed Rs.25.00 Crores as on the last date of the previous Financial year. So Corporate Governance is not applicable for us.However as a matter of good practice we follow corporate governance.</p>

<p>Name & Designation</p> <p>--- The Cochin Malabar Estates & Industries Ltd.</p> <p style="text-align: center;"><i>Mohit Kandoni</i> Company Secretary</p> <p>Company Secretary / Compliance Officer / Managing Director / CEO</p>
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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA) <small>refer note below</small>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		N.A.
Policy for determining 'material' subsidiaries		N.A.
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		N.A.
New name and the old name of the listed entity		Yes
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	N.A.
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A.



Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation

For The Cochin Malabar Estates & Industries Ltd.

Mouli Kudoor
Company Secretary

Company Secretary / Compliance Officer / Managing Director / CEO