



THE COCHIN MALABAR ESTATES AND INDUSTRIES LIMITED

Regd. Off. : 21, STRAND ROAD, KOLKATA - 700 001, PHONE : 2230 9601 (4 LINES)

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CIN-L01132WB1991PLC152586

January 13, 2015

The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001.

Dear Sir,

Scrip Code : 508571

Sub : Quarterly Compliance Report on Corporate Governance for the quarter ended 31st December, 2014.

With reference to the above, we send herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 31st December, 2014 pursuant to **Clause 49** of the Listing Agreement in the prescribed format.

It is further confirmed that compliance with the provisions of Clause 49 is not mandatory for the Company as mentioned in Sebi Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 as –

- the Paid-up Equity Share Capital of the Company does not exceed ₹10.00 Crores: and
- Net Worth of the Company does not exceed ₹25.00 Crores as on the last date of the previous Financial Year.

Thanking you,

Yours faithfully,
for **THE COCHIN MALABAR ESTATES & INDUSTRIES LTD.**


(C.P. Sharma)
Director

Encl : As above

The Cochin Malabar Estates And Industries Limited

21, Strand Road, Kolkata-700 001

Quarterly Compliance Report On Corporate Governance

Name of the Company : **The Cochin Malabar Estates And Industries Limited**

Quarter ending on : December, 2014

Particulars		Clause of Listing Agreement	Compliance Status Yes / No	Remarks
II.	Board of Directors	49(II)		
(A)	Composition of Board	49(IIA)	No.	Total strength of the Board is 4 Directors of which 2 are Independent Directors. All the Directors are Non-Executive Directors. The Company is yet to appoint a Woman Director.
(B)	Independent Directors	49(II B)	Yes	Total no. of Independent Directors on the Board is 2.
(C)	Non-Executive Directors' compensation & disclosures	49(II C)	Yes	Apart from receiving sitting fees, Independent Directors do not have any material pecuniary relationships or transactions with the Company.
(D)	Other provisions as to Board and Committees	49(II D)	Yes	The Company holds a minimum of 4 Board Meetings in each year and the maximum time gap between 2 Meetings is not more than 120 days. It is also ensured that no Director is a Member in more than 10 Committees or acts as Chairman of more than 5 Committees across all Companies in which he is a Director.
(E)	Code of Conduct	49 (II E)	Yes	Code of Conduct duly approved by the Board, has been made applicable to the Board of Directors of the Company. It has also been uploaded on the website of the Company.
(F)	Whistle Blower Policy	49(II F)	Yes	The Company has established a Vigil Mechanism for Directors of the Company. It has also been uploaded on the website of the Company.
III.	Audit Committee	49(III)		
(A)	Qualified & Independent Audit Committee	49(III A)	Yes	Total strength of the Committee is 3, of which, 2 are Independent Directors. All the Members of the Committee are financially literate.

THE COCHIN MALABAR ESTATES & INDUSTRIES LTD.

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C. P. Ghosh

Director

Particulars		Clause of Listing Agreement	Compliance Status Yes / No	Remarks
(B)	Meeting of Audit Committee	49(IIIB)	Yes	At least 4 meetings are held in a year and the time gap between 2 meetings is not more than 4 months. Normally all Independent Members attend the meeting.
(C)	Powers of Audit Committee	49(IIIC)	Yes	Includes the matters referred to in this Clause and Section 177 of the Companies Act, 2013.
(D)	Role of Audit Committee	49(IIID)	Yes	Includes the matters referred to in this Clause and Section 177 of the Companies Act, 2013.
(E)	Review of Information by Audit Committee	49(IIIE)	Yes	The relevant informations referred to in this Clause is submitted to the Audit Committee for their review on an ongoing basis.
IV.	Nomination and Remuneration Committee	49 (IV)	Yes	Total strength of the Committee is 3, of which, 2 are Independent Directors.
V.	Subsidiary Companies	49(V)	N.A.	The Company does not have any Subsidiary as on date.
VI.	Risk Management	49 (VI)	N.A.	
VII.	Related Party Transactions	49 (VII)	Yes	There were no material related party transactions during this quarter.
VIII.	Disclosures	49(VIII)		
(A)	Related party transactions	49 (VIII A)	Yes	There were no material related party transactions during this quarter.
(B)	Disclosure of Accounting Treatment	49 (VIII B)	Yes	Applicable Accounting Standards are being complied with on a continual basis and due disclosure is made in the Annual Report.
(C)	Remuneration of Directors	49 (VIII C)	Yes	Apart from sitting fees, none of the Directors is receiving any remuneration.
(D)	Management	49 (VIII D)	Yes	For the financial year 2014 – 15, shall be complied in the Annual Report of 2014 – 15.
(E)	Shareholders	49 (VIII E)	Yes	All necessary information are uploaded on the Company's website as required. Stakeholders' Relationship Committee of the Company looks after the redressal of grievances of investors.

Particulars		Clause of Listing Agreement	Compliance Status Yes / No	Remarks
(F)	Disclosure of resignation of directors	49 (VIII F)		
(G)	Disclosure of formal letter of appointment	49 (VIII G)		
(H)	Disclosures in the Annual report	49 (VIII H)		
(I)	Proceeds from public issues, rights issue, preferential issues etc.	49(VIII I)	N.A.	
IX.	CEO/CFO Certification	49 (IX)	Yes	For the financial year 2014 – 15, shall be complied in the Annual Report of 2014 – 15.
X.	Report on Corporate Governance	49 (X)	Yes	For the financial year 2014 – 15, shall be complied in the Annual Report of 2014 – 15.
XI.	Compliance	49 (XI)	Yes	For the financial year 2014 – 15, shall be complied in the Annual Report of 2014 – 15.

Notes :

- 1) The Annual Report disclosure requirements shall be complied in the Annual Report for Financial Year 2014 – 15.
- 2) Clause VIII F, G, H has been deleted vide SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 Dtd. 15/09/2014.

For **THE COCHIN MALABAR ESTATES AND INDUSTRIES LTD.**


C.P. Sharma
 Director