

# 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 : June, 2015

| Particulars |   | Clause of Listing Agreement | Compliance Status Yes / No | Remarks  |
|-------------|---|-----------------------------|----------------------------|--|
| II.         | <b>Board of Directors</b>                           | 49(II)                      |                            |  |
| (A)         | Composition of Board                                | 49(IIA)                     | Yes                        | Total strength of the Board is 5 Directors, of which 4 are Non – Executive Directors (NED) and 1 is Executive Director (ED). The Board has 3 Independent NED (inclusive of 1 Woman Director); 1 Non – Executive Director and 1 Executive Director.   |
| (B)         | Independent Directors                               | 49(II B)                    | Yes                        | Total no. of Independent Directors on the Board is 3.  |
| (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.   |
| (F)         | Whistle Blower Policy                               | 49(II F)                    | Yes                        | The Company has established a Vigil Mechanism for Directors of the Company.  |
| III.        | <b>Audit Committee</b>                              | 49(III)                     |                            |  |
| (A)         | Qualified & Independent Audit Committee             | 49(IIIA)                    | Yes                        | Total strength of the Committee is 3, of which, 2 are Independent Directors. All the Members of the Committee are financially literate.  |



| 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.         | <b>Nomination and Remuneration Committee</b> | 49 (IV)                     | Yes                        | Total strength of the Committee is 3, of which, 2 are Independent Directors.  |
| V.          | <b>Subsidiary Companies</b>                  | 49(V)                       | N.A.                       | The Company does not have any Subsidiary as on date.  |
| VI.         | <b>Risk Management</b>                       | 49 (VI)                     | N.A.                       |   |
| VII.        | <b>Related Party Transactions</b>            | 49 (VII)                    | Yes                        | There were no material related party transactions during this quarter.  |
| VIII.       | <b>Disclosures</b>                           | 49(VIII)                    |                            |   |
| (A)         | Related party transactions                   | 49 (VIIIA)                  | Yes                        | There were no material related party transactions during this quarter.  |
| (B)         | Disclosure of Accounting Treatment           | 49 (VIIIB)                  | 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                        | Details of sitting fees and remuneration paid to Directors shall be disclosed in the Annual Report (Refer Note 1).  |
| (D)         | Management                                   | 49 (VIII D)                 | Yes                        | Details shall be disclosed in the Annual Report (Refer Note 1).   |
| (E)         | Shareholders                                 | 49 (VIII E)                 | Yes                        | All necessary information are uploaded on the Company's website as required.<br>Stakeholders' Relationship Committee of the Company looks after the redressal of grievances of investors. |

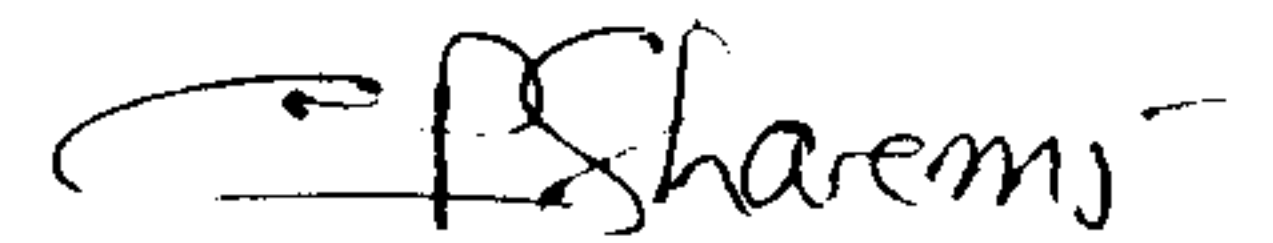


| Particulars |   | Clause of Listing Agreement | Compliance Status Yes / No | Remarks |
|-------------|---|-----------------------------|----------------------------|---------|
| (I)         | Proceeds from public issues, rights issue, preferential issues etc. | 49(VIII I)                  | N.A.                       |         |
| IX.         | CEO/CFO Certification   | 49 (IX)                     | N.A.                       |         |
| X.          | Report on Corporate Governance                                      | 49 (X)                      | N.A.                       |         |
| XI.         | Compliance  | 49 (XI)                     | N.A.                       |         |

## Notes :

- 1) The Annual Report disclosure requirements shall be complied in the Annual Report for Financial Year 2015 – 16.

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



**C.P. Sharma**  
Director

DIN : 00258646