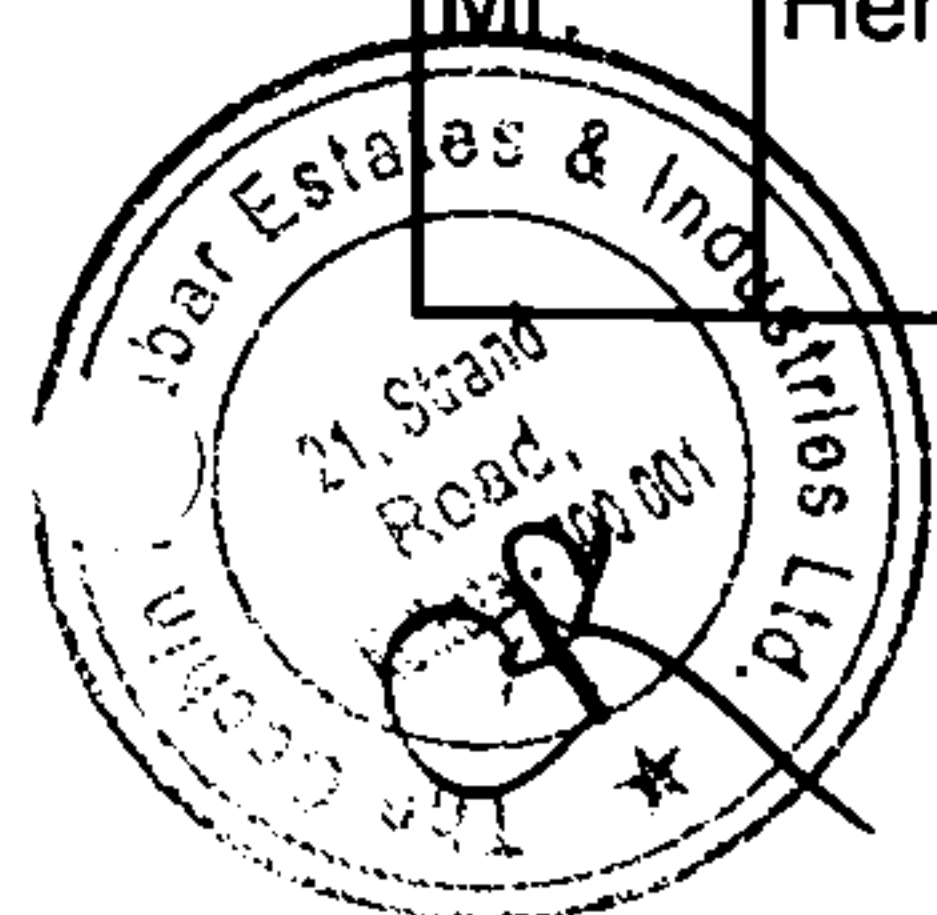


**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

(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, 2018

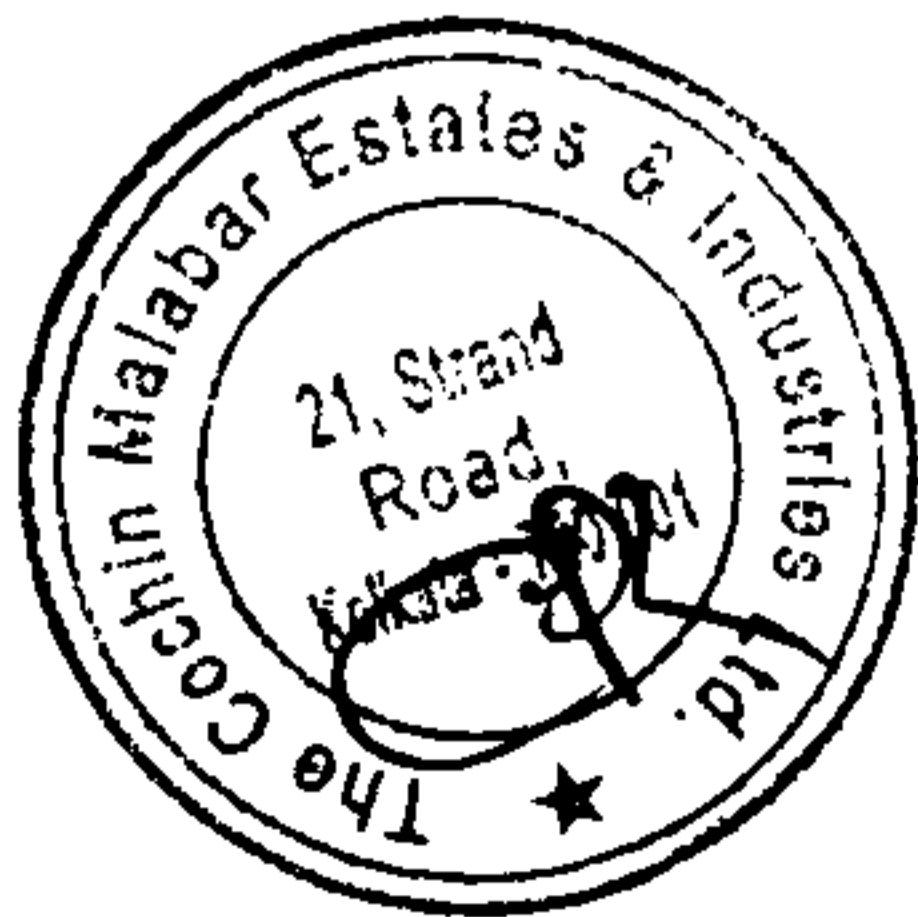
| I. Composition of Board of Directors |                                |                        |   |  |           |  |  |  |
|--------------------------------------|--------------------------------|------------------------|---|--|-----------|--|--|--|
| Title<br>Mr./Ms.                     | Name<br>of the<br>Director     | PAN<br>&<br>DIN        | Category<br>(Chairperson /<br>Executive /<br>Non Executive /<br>independent /<br>Nominee) | Date of<br>Appointment<br>in the current<br>term/cessation | Tenure    | No of<br>Directorship<br>in listed<br>entities<br>including this<br>listed entity<br><br>(Refer<br>Regulation<br>25(1) of<br>Listing<br>Regulations) | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br><br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | No of post of<br>Chairperson in<br>Audit/<br>Stakeholder<br>Committee<br>held in listed<br>entities<br>including this<br>listed entity<br><br>(Refer<br>Regulation<br>26(1) of Listing<br>Regulations) |
| Mr.                                  | Purushottam Jagannath<br>Bhide | AEKPB2976E<br>00012326 | Independent<br>Non-Executive  | 22/09/2015   | 30 months | 7  | 5  | 5  |
| Mr.                                  | Babulal Surana                 | AIOPS0587J<br>00005900 | Independent<br>Non-Executive  | 22/09/2015   | 30 months | 5  | 6  | -  |
| Mrs.                                 | Tara Purohit                   | AFHPP8825J<br>00658659 | Independent<br>Non-Executive  | 22/09/2015   | 30 months | 1  | -  | -  |
| Mr.                                  | Chandra Prakash<br>Sharma      | ABDPS1388K<br>00258646 | Non-Executive   | 07/10/2013   | -         | 1  | 1  | -  |
| Mr.                                  | Rajesh Kumar Gupta             | ACXPG0635N<br>06701619 | Executive   | 14/02/2015   | -         | 1  | 1  | -  |
| Mr.                                  | Hemant Bangur                  | ADEPB7059D<br>00040903 | Non-Executive   | 01/09/2017   | -         | 4  | 4  | -  |





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

| 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) |   |   |
| 01.12.2017  | 09.02.2018   | 69  |   |   |
| 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<br>09.02.2018  | Yes, all members present                                    | 01.12.2017  | 69  |
| 2   | Nomination & Remuneration Committee<br>-   | -   | -   | -   |
| 3   | Stakeholders Relationship Committee<br>11.01.2018<br>01.02.2018<br>15.03.2018<br>- | Yes, all members present                                    | 12.10.2017  | -   |
|   |  | Yes, all members present                                    | 02.11.2017  | -   |
|   |  | Yes, all members present                                    | 30.11.2017  | -   |
|   |  | -   | 07.12.2017  | -   |

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

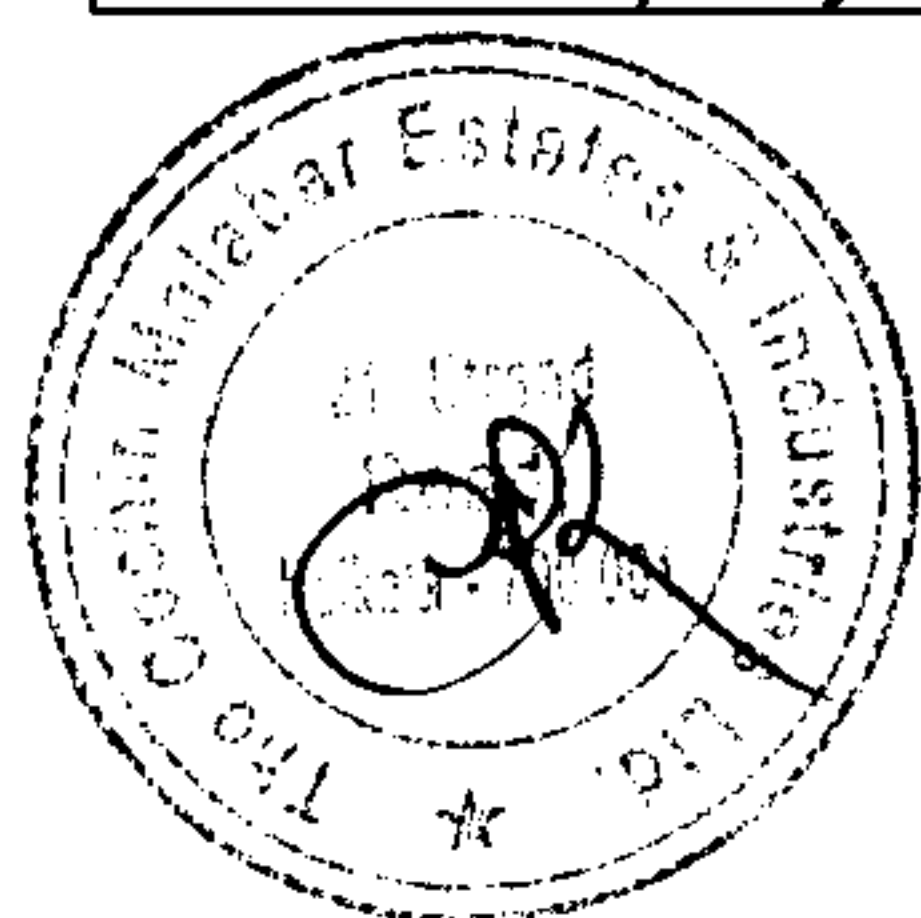


| <b>V. Related Party Transactions</b>  |  |
|---|--|
| <b>Subject</b>  | <b>Compliance status (Yes/No/NA)</b>   |
| Whether prior approval of audit committee obtained  | Not Applicable   |
| Whether shareholder approval obtained for material RPT  | Not Applicable   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  | Not Applicable   |
| <b>VI. Affirmations</b>   |  |
| <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 &amp; 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><b>NOTE :</b><br/>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> |  |
| <b>Name &amp; Designation</b>   | <p style="text-align: center;"><b>The Cochin Malabar Estates And Industries Ltd</b></p> <p style="text-align: center;"><br/><b>C.P. Sharma</b><br/>Director (DIN : 00258646)</p> <p style="text-align: center;"></p> |
| <b>Company Secretary / Compliance Officer / Managing Director / CEO</b>   |  |

## 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<br>(Yes/No/NA) refer note below |   |
| 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<br>(Yes/No/NA) refer note below |
| 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.  |



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

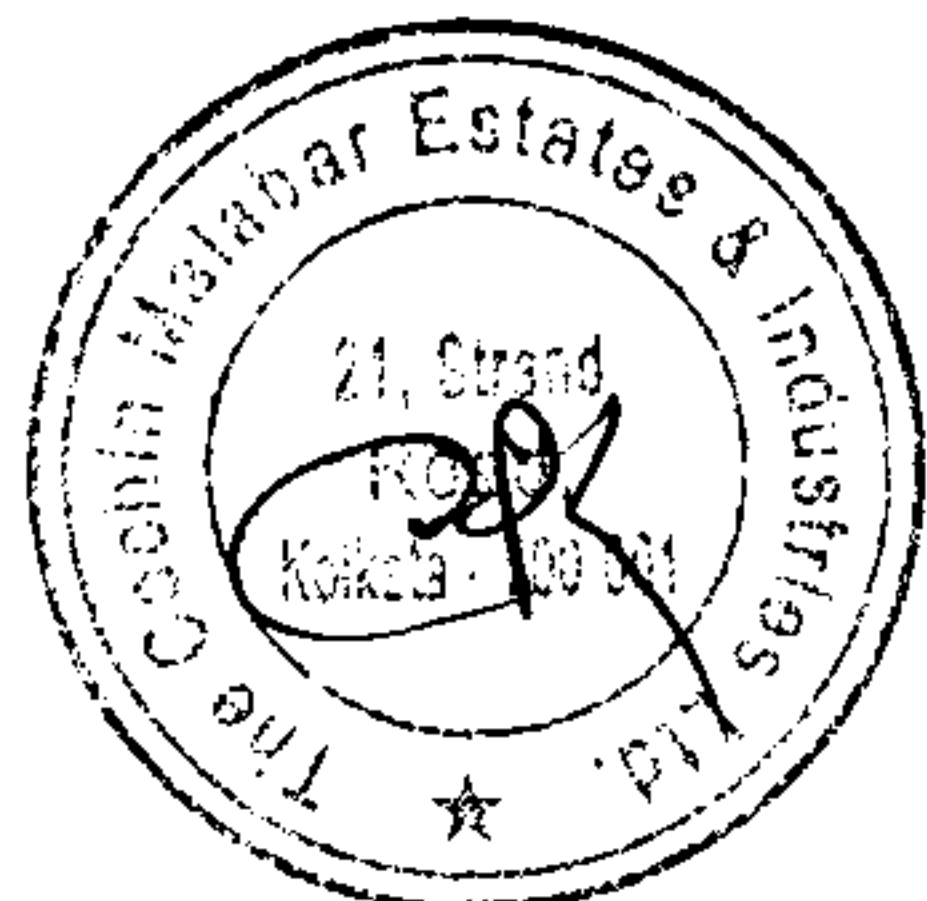
2. If status is "No" details of non-compliance may be given here.

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**



**Company Secretary / Compliance Officer / Managing Director / CEO**