

THE COCHIN MALABAR ESTATES & INDUSTRIES LIMITED

Regd. Office : 21, Strand Road,
Kolkata - 700 001 • Phone : 033 2230 9601
www.cochinmalabar.in • CIN : L01132WB1991PLC152586
E-mail : cochinmalabar@yahoo.com

NOTICE

NOTICE is hereby given that the 86th Annual General Meeting (AGM) of the Members of The Cochin Malabar Estates & Industries Limited will be held on **Tuesday, the 30th August, 2016 at 10.30 A.M. IST** at "SHUBHA DRISTI", Daulatpur Main Road, Kanchari bagan, Near Radhakrishna Mandir, Nungee, Kolkata - 700 139 to transact the following Business :

ORDINARY BUSINESS :

Item No.1 – Adoption of accounts

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2016, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

Item No.2 – Re-appointment of Mr. R.K. Gupta

To appoint a Director in place of Mr. R.K. Gupta (holding DIN 06701619), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

Item No.3 – Ratification of Appointment of Auditors

To ratify the appointment of Auditors of the Company, to fix their remuneration and to pass the following resolution as an Ordinary Resolution :

“Resolved that pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, recommendations of the Audit Committee of the Board of Directors and Resolution passed by the Members at the AGM held on 26th August, 2014, the appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Auditors of the Company to hold office till the conclusion of the AGM to be held for the Financial Year 2018 - 19 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending March 31, 2017 in consultation with the Auditors.

NOTES :

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

A PROXY CAN VOTE ONLY IF THE MEMBER HIMSELF IS NOT PRESENT AT THE MEETING. THE PROXY-HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING. PROXIES ARE REQUESTED TO CARRY A PHOTO-IDENTIFICATION TO THE AGM VENUE.

- 2. Book Closure Period :** Notice is also given under Section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI-LODR”) that the Register of Members and Share Transfer Books of the Company

will remain closed from **24th August, 2016 to 30th August, 2016** (both days inclusive) in connection with the Annual General Meeting.

- 3. Cut Off Date :** Notice is also given that the Cut Off Date has been fixed as **23rd August, 2016** to determine the Members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-Voting.
- 4.** Any person who is not a Member as on the cut off date should treat this notice for information purpose only.
- 5.** All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. except Saturdays, Sundays and public holidays, from the date hereof up to the time of the Annual General Meeting.
- 6.** Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the Secretarial Department of the Company at its Registered Office at 21, Strand Road, Kolkata-700001 or the Registrar & Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Pvt. Ltd. at 6, Mangoe Lane, Kolkata-700 001. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
- 7.** Equity Shares of the Company are under compulsory demat trading by all investors. The ISIN Number allotted is INE788M01017. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
- 8.** Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to the Registrar & Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Pvt. Ltd. at 6, Mangoe Lane, Kolkata-700 001.
- 9. Voting through electronic means**
 - In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 86th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL):
The instructions for e-voting are as under:
 - The voting period begins on 27th August, 2016 at 9 A.M. and ends on 29th August, 2016 at 5 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e., **23rd August, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - The Shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on “Shareholders” tab.
 - Now, Enter your User ID
 - 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user, follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend, Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Company.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **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.
- 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 linked in the login 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.

- (xxi) 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 email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23rd August, 2016.
- III. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 23rd August, 2016, may obtain the Sequence No. from RTA.
- IV. Mr. Mukesh Chaturvedi, Practicing Company Secretary, (Membership No. ACS:10213) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.cochinmalabar.in> and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously upload the results on the BSE Listing Portal.

- VII. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. on Tuesday, 30th August, 2016.
10. The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
11. Corporate Members are requested to send to the Company/RTA, a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
12. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the Meeting hall.
13. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
14. In all correspondence with the Company or the RTA, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
16. Members who wish to obtain any information on the Company or the Accounts for the financial year ended 31st March, 2016 may send their queries at the Registered Office of the Company at least 10 days before the Annual General Meeting.
17. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.
18. Electronic copy of the Annual Report 2016 and Notice are being sent to the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice 2016 are being sent in the permitted mode.
19. The Company's website is www.cochinmalabar.in. Annual Reports of the Company, standard downloadable forms and other Shareholder Communication are made available on the Company's website.
20. A Route map showing directions to reach the venue of the 86th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards – 2 on "General Meeting".
- Members are requested to bring their copies of Annual report and Attendance Slip to the Meeting. Please note that duplicate Attendance Slips will not be issued.**

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING RE-APPOINTED:

Details of Mr. R.K. Gupta seeking re-appointment in the Company (Item No.2)

DIRECTOR IDENTIFICATION NUMBER	06701619
DATE OF BIRTH	04/07/1953
NATIONALITY	INDIAN
DATE OF APPOINTMENT ON BOARD	7/10/2013
DESIGNATION	WHOLE-TIME DIRECTOR
QUALIFICATION	B.Sc
SHAREHOLDING IN THE COMPANY	NIL
LIST OF OTHER DIRECTORSHIPS IN LISTED ENTITIES	NIL
CHAIRMAN/MEMBER OF THE COMMITTEES OF THE BOARD OF OTHER COMPANIES IN WHICH HE IS A DIRECTOR *	NIL
RELATIONSHIP BETWEEN DIRECTORS INTERSE	NIL

- Committee positions only of Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

May 13, 2016

By Order of the Board

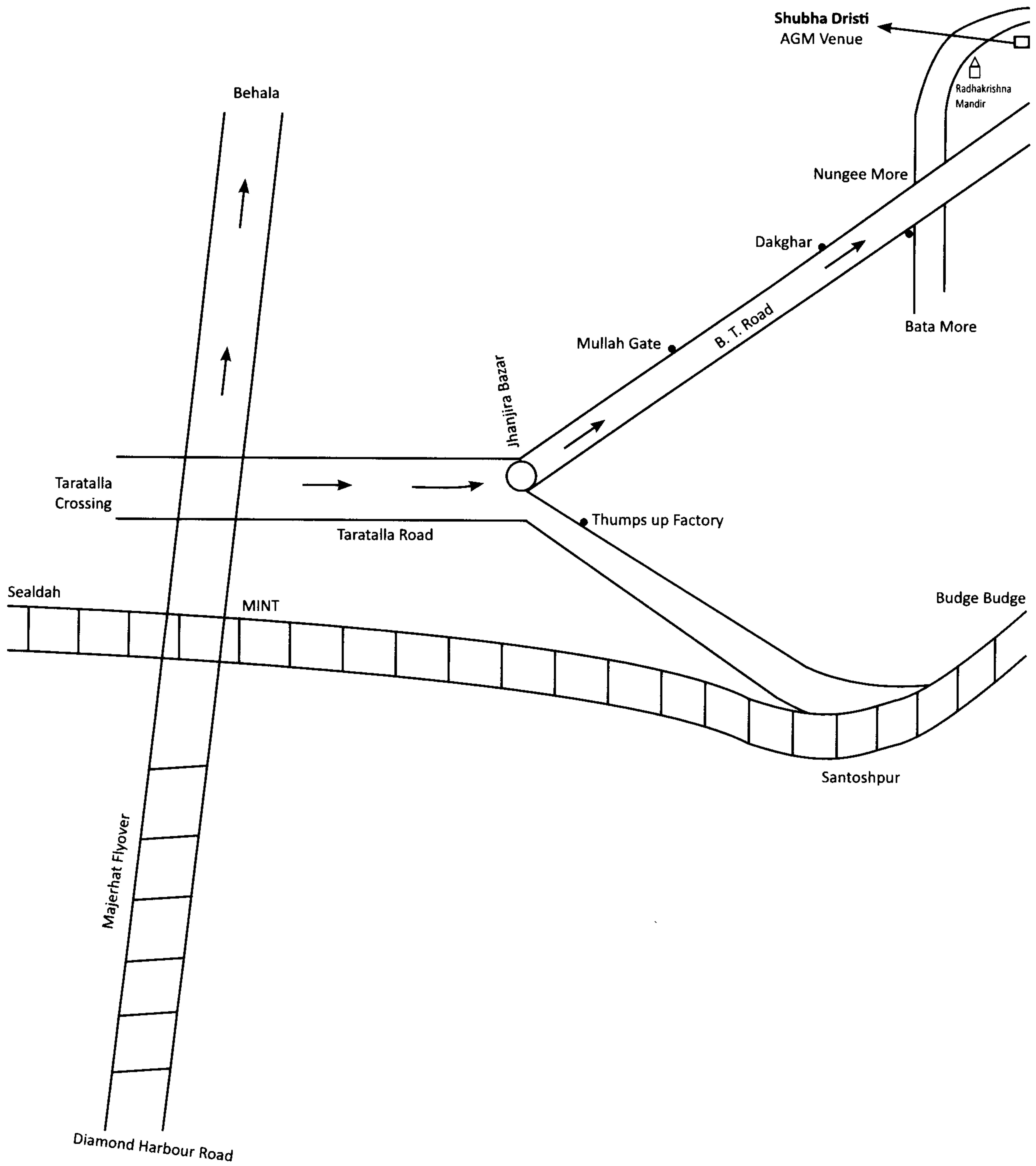
Registered Office :
21, Strand Road,
Kolkata-700 001
Phone : 033 2230 9601
CIN : L01132WB1991PLC152586

C. P. Sharma
Director
DIN : 00258646

Prohibition on gifts / sampling of Company's products at AGM

Attention of the Members is drawn that in conformity with regulatory requirements, the Company will NOT be distributing its products for sampling at the 86th AGM and onwards.

Route Map



The Cochin Malabar Estates & Industries Limited

Corporate Identity Number (CIN) : L01132WB1991PLC152586

Registered Office : 21, Strand Road, Kolkata – 700 001

Tel : 033 2230 9601, Fax : 033 2230 2105, E-mail : cochinmalabar@yahoo.com, Website : www.cochinmalabar.in

ATTENDANCE SLIP I/We hereby record my/our presence at the 86th Annual General Meeting (AGM) of The Cochin Malabar Estates & Industries Limited being held at "Shubha Dristi", Daulatpur Main Road, Kanchari Bagan, Near Radhakrishna Mandir, Nungee, Kolkata – 700 139 on Tuesday 30th August 2016 at 10.30 A.M.	Folio No/DP ID & Client ID :
	Share Holding :
	Serial No :
	Name :
	Name(s) of Joint Holder(s), if any :
	Address :

Proxy's Name in Block Letters _____

Shareholder's/Proxy's Signature _____

Note : Please bring the duly signed Attendance Slip at the meeting and hand it over at the Entrance of the Meeting Hall. Duplicate slips will not be issued at the venue of the AGM.

ELECTRONIC VOTING PARTICULARS

EVSN(Electronic Voting Sequence Number)	User ID	PAN/SEQUENCE NUMBER

The Cochin Malabar Estates & Industries Limited

Corporate Identity Number (CIN) : L01132WB1991PLC152586

Registered Office : 21, Strand Road, Kolkata – 700 001

Tel : 033 2230 9601, Fax : 033 2230 2105, E-mail : cochinmalabar@yahoo.com, Website : www.cochinmalabar.in

PROXY FORM – MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DP ID & Client ID :

I/We, being the Member(s) of The Cochin Malabar Estates & Industries Limited, holding.....Equity Shares of the above named Company, hereby appoint :

1) Name :Address :
 E-mail ID :Signature :or failing him/her;

2) Name :Address :
 E-mail ID :Signature :or failing him/her;

3) Name :Address :
 E-mail ID :Signature :

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 86th Annual General Meeting (AGM) of the Company, to be held on Tuesday, 30th August 2016 at 10.30 A.M at "Shubha Dristi", Daulatpur Main Road, Kanchari Bagan, Near Radhakrishna Mandir, Nungee, Kolkata – 700 139 or at any adjournment thereof in respect of following resolutions :

Resolution No.	Resolutions	Optional *	
		For	Against
Ordinary Business			
1.	Consider and adopt Audited Financial Statements for the Financial Year ended 31st March, 2016, Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. R.K. Gupta, who retires by rotation.		
3.	Ratification of appointment of M/s. Singhi & Co., Chartered Accountants, Statutory Auditors of the Company and fixing their remuneration.		

Signed thisday of2016

Signature of Shareholder(s).....

Signature of Proxyholder(s).....

Affix
Revenue
Stamp of
₹ 1/- here

- Notes :**
- This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office not less than 48 hours before the commencement of the AGM.
 - For the Resolutions and Notes, please refer to the Notice of 86th Annual General Meeting of the Company.
 - *It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

The Cochin Malabar Estates & Industries Ltd.

Regd. Office : 21, Strand Road, Kolkata - 700 001

Tel : (033) 2230 9601; Fax : (033) 2230 2105

Email : cochinmalabar@yahoo.com Website : www.cochinmalabar.in

CIN - L01132WB1991PLC152586

NOTICE

NOTICE is hereby given that the 86th Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, 30th August, 2016 at 10.30 A.M. at "SHUBHA DRISTI", Daulatpur Main Road, Kanchari Bagan, Near Radhakrishna Mandir, Nungee, Kolkata - 700 139 to transact the business as detailed in the Notice convening the Annual General Meeting sent to all the Members at their registered address by registered post and by email to those Members who have registered their Email address with Depository and/or Company. The Audited Annual Accounts for the year ended 31st March, 2016 and Report of Directors' and Auditors' thereon has been sent to all the Members at their registered address by book post and by email to those Members who have registered their Email address with Depository and/or Company.

These documents are also available on the Company's website (www.cochinmalabar.in) and copies of the same are available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.

Pursuant to provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules') as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility of voting by electronic means in respect of businesses to be transacted at the AGM which includes remote e-voting and voting at the AGM by means of Ballot Form. The Company has engaged the services of CDSL for facilitating voting by electronic means. The details pursuant to the provisions of the Act and the Rules are given hereunder :

- 1) The Company has completed the dispatch of physical Annual reports as well as sending of Annual report by emails on Wednesday, 3rd August, 2016 to all the Members whose names appeared in the Register of Members on Friday, 29th July, 2016.
- 2) The remote e-voting period starts on Saturday, 27th August, 2016 at 9.00 a.m. and ends on Monday, 29th August, 2016 at 5.00 p.m. The remote e-voting module will be disabled by CDSL for voting thereafter.
- 3) Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd August, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- 4) Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date of 23rd August, 2016, may obtain the User ID and password for e-voting by writing to the Company's Registrar & Transfer Agents, Maheshwari Datamatics Pvt. Ltd., at its email id viz. mdpldc@yahoo.com.
- 5) The Notice of the AGM is also available on CDSL website www.cdslindia.com
- 6) For detailed instructions pertaining to e-voting, Members may refer to Note 9 in the section 'Notes' in Notice of the AGM.
- 7) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 8) In case of any queries/grievances relating to voting by electronic means, the Members may contact at the following address : Shri Arghya Majumder - Assistant Manager, CDSL, 2nd Floor, Horizon Building, 57 J L Nehru Road, Kolkata - 700 071, Phone No. 1800 200 5533; e-mail : helpdesk.evoting@cdslindia.com

Notice is further given in terms of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management & Administration) Rules, 2014, Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, that the Register of Members of the Company and Share Transfer Books will remain closed from Wednesday, the 24th August, 2016 to Tuesday, the 30th August, 2016 (both days inclusive) for the purpose of Annual General Meeting.

By Order of the Board of Directors
For **The Cochin Malabar Estates & Industries Ltd.**

Sd/-
C.P. Sharma
DIRECTOR (DIN : 00258646)

Place : Kolkata
Date : 04.08.2016