

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

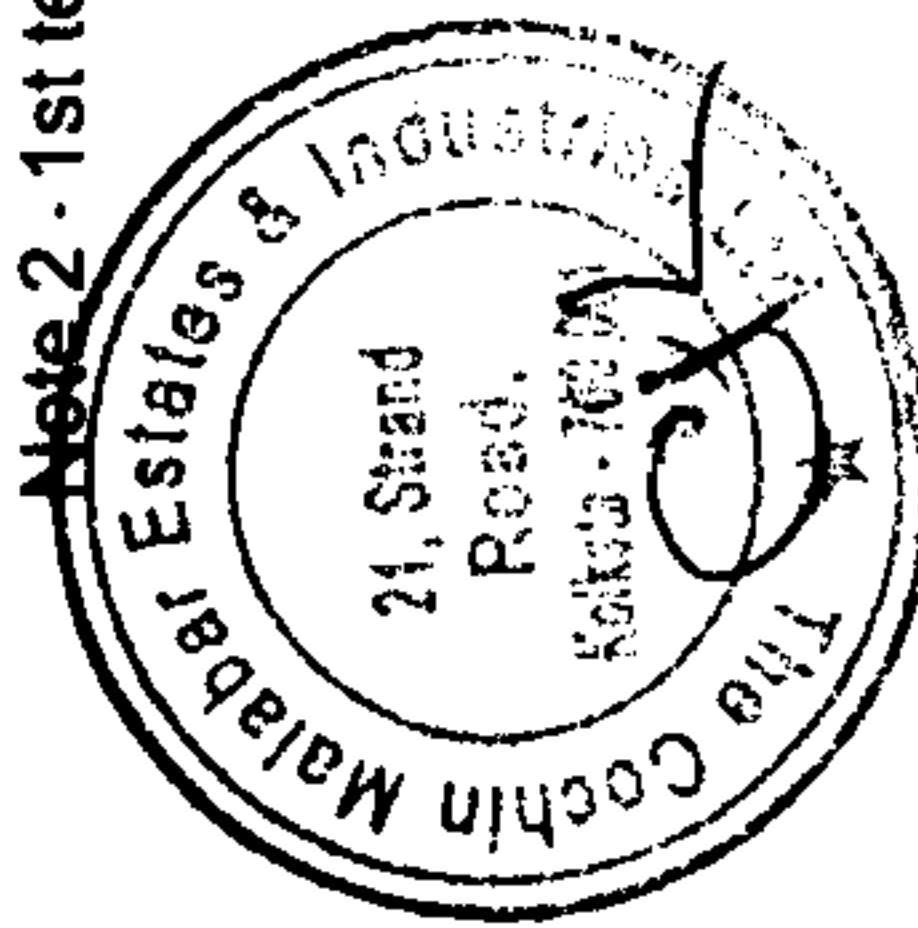
(Pursuant of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity The Cochin Malabar Estates & Industries Ltd
2. Quarter ending 31st March, 2016

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	Independent Non-Executive	29/05/2014 Refer Note No. 1	2 years 2nd term	8	2	2	
Mr.	Babulal Surana	AIOPS0587J 00005900	Independent Non-Executive	29/05/2014 Refer Note No. 2	5 years 2nd term	5	7	2	
Mrs.	Tara Purohit	AFHPP8825J 00658659	Independent Non-Executive	22/09/2015	5 years 1st term	1	-	-	
Mr.	Chandra Prakash Sharma	ABDPS1388K 00258646	Non-Executive	07/10/2013	-	1	1	-	
Mr.	Rajesh Kumar Gupta	ACXPG0635N 06701619	Executive	14/02/2015	-	1	1	-	

Note 1 - 1st term was from 29/05/2014 to 22/09/2015- AGM date , 2nd term from 22/09/2015 to AGM for the financial year ending 2017

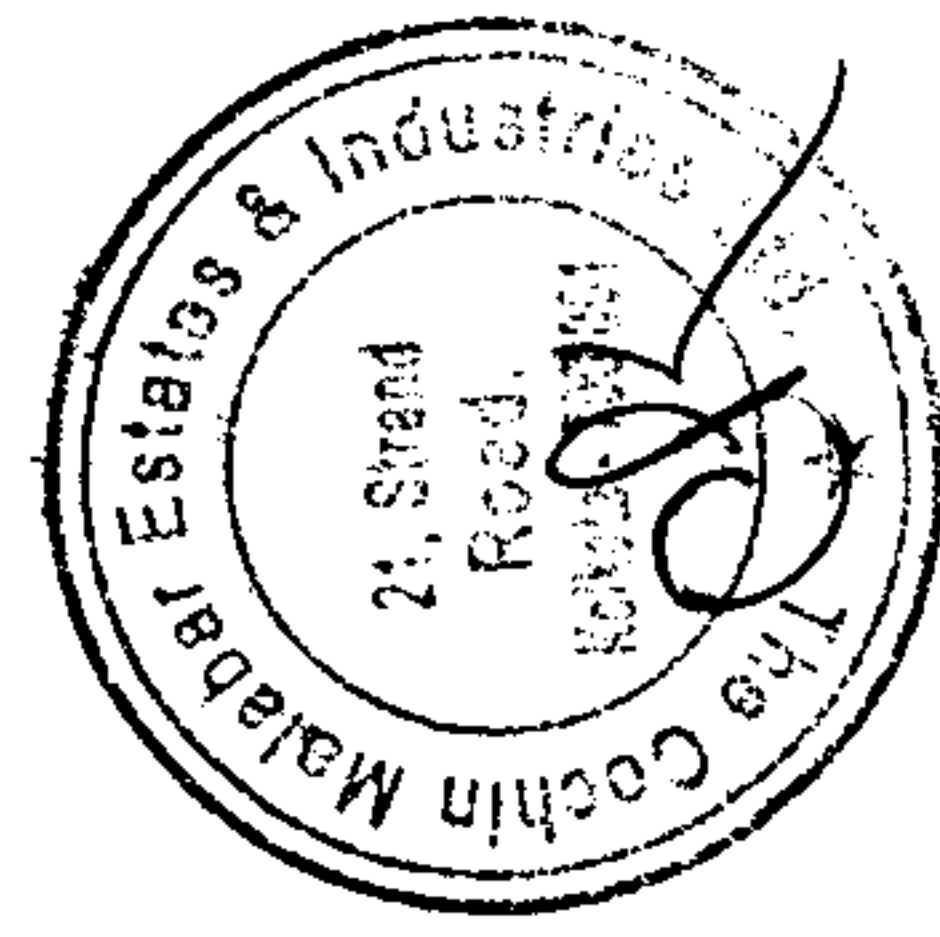
Note 2 - 1st term was from 29/05/2014 to 22/09/2015- AGM date , 2nd term from 22/09/2015 to AGM for the financial year ending 2020



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	P.J. Bhide B.L. Surana C.P. Sharma	C-I-NE I-NE NE
2. Nomination & Remuneration Committee	P.J. Bhide B.L. Surana C.P. Sharma	C-I-NE I-NE NE
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	P.J. Bhide B.L. Surana R.K. Gupta	C-I-NE I-NE 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)
06.11.2015	10.02.2016	95
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
1. Audit Committee 10.02.2016	Yes, all members present	06.11.2015
2. Nomination & Remuneration Committee 10.02.2016	Yes, all members present	-
3. Stakeholders Relationship Committee	Yes, all members present	26.11.2015
		Maximum gap between any two consecutive meetings in number of days*
		95

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

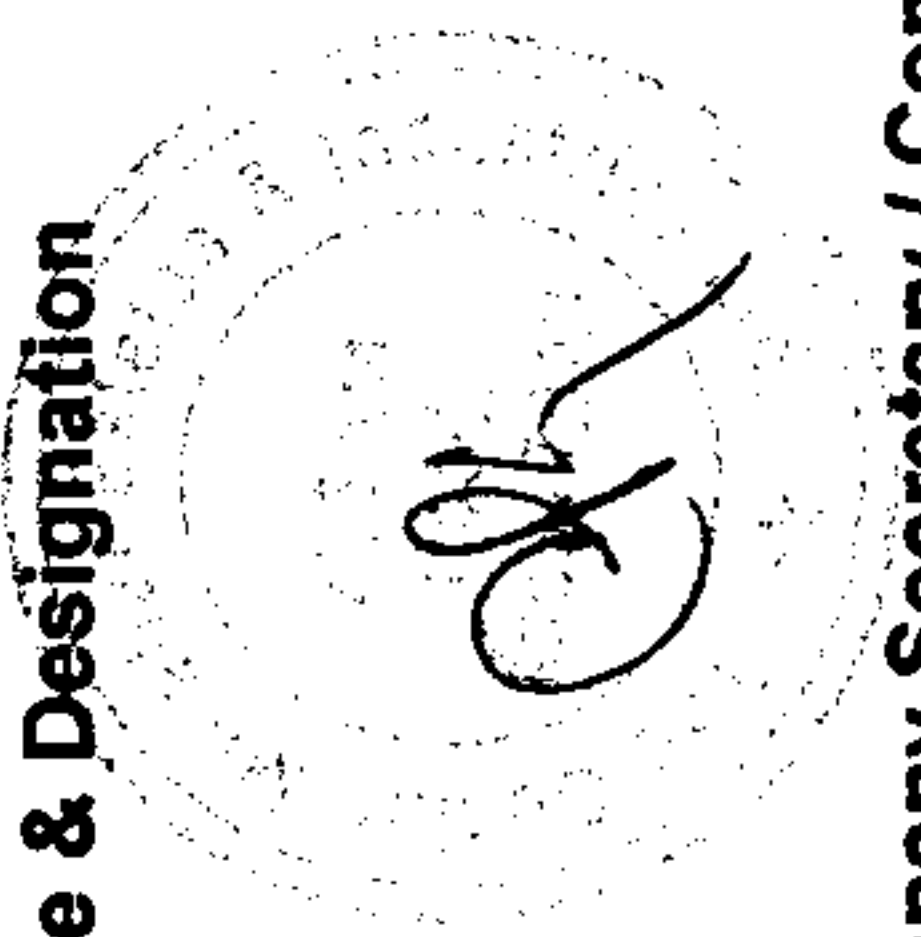



V. Related Party Transactions		Compliance status (Yes/No/NA)
	Subject	
Whether prior approval of audit committee obtained		Not Applicable
Whether shareholder approval obtained for material RPT		Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit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

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities) :
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report shall be placed before Board of Directors in the ensuing Board Meeting.

Name & Designation



 Compliance Officer

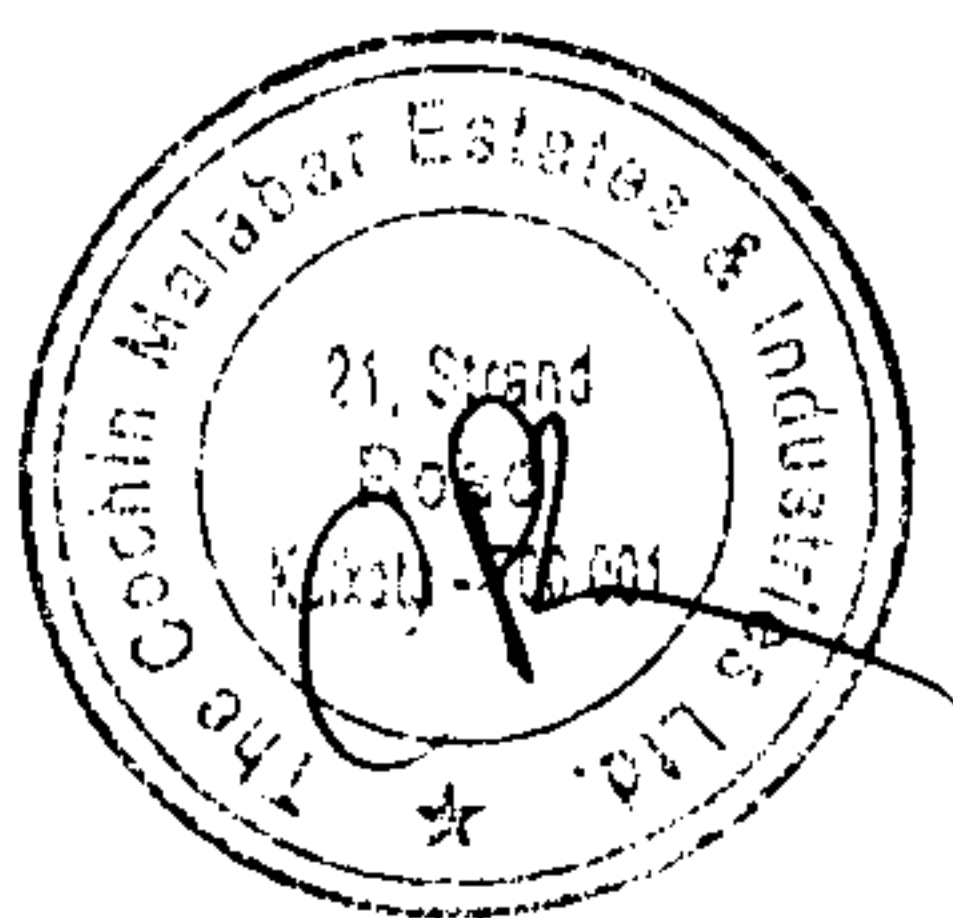
The Cochin Malabar Estates & Industries Ltd

Company Secretary / Compliance Officer / Managing Director / CEO

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) 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 (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.



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.

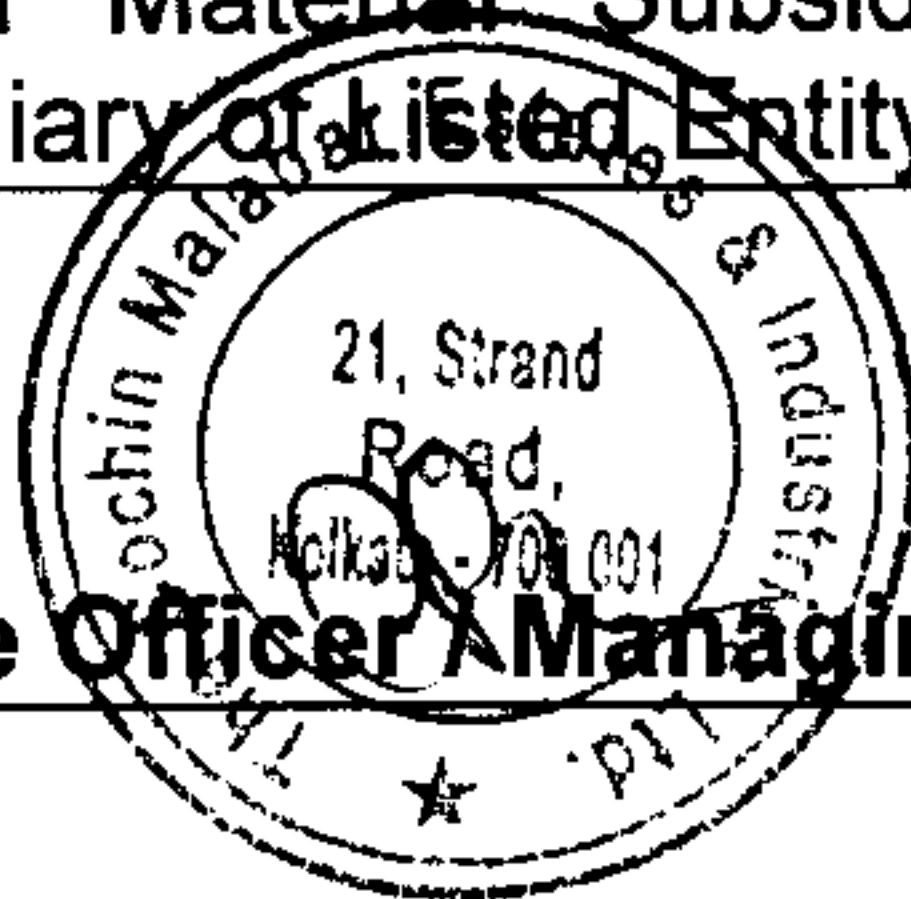
3. If the Listed Entity would like to provide any other information the same may be indicated here.

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

Company Secretary / Compliance Officer / Managing Director / CEO



For The Cochin Malabar Estates & Industries Ltd.

C.P. Sharmar
Director