



COROMANDEL AGRO PRODUCTS AND OILS LIMITED.,

Factory and Admn. Office : JANDRAPET - 523 165, CHIRALA, A.P., INDIA

Phone : 9849986021

E-mail : capol@capol.in, Website : capol.in

CIN. No. L15143TG1975PLC001967

To
The Manager Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai,
Maharashtra - 400001

15.07.2024

SCRIP NAME: CORAGRO

SCRIP CODE: 507543

Dear Sirs,

Sub: Notice of 48th Annual General Meeting as per regulation 30 (2) of the SEBI (LODR) Regulations, 2015.

This is to inform you that Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (as amended) read with Schedule III thereto, intimating regarding the date of 48th Annual General Meeting of the Company (“AGM”), please find enclosed the Notice convening 48th AGM of the Company scheduled to be held on Monday, August,12 2024 at 11:30 a.m. (IST) , at CAPOL, Ground Floor, TFO Complex, Hitex Campus, Madhapur, Hyderabad – 50008 through Physical Mode The aforesaid Notice of 48th AGM is also uploaded on the website of the Company www.capol.in. This is for your information and for public at large.

Please take the above intimation on records.

Thanking you,

Yours faithfully,
For COROMANDEL AGRO PRODUCTS & OILS LTD.,

(RADHA RANI SINGHAL)
Company Secretary & Compliance Officer

Membership No.:A68523

NOTICE OF 48th ANNUAL GENERAL MEETING TO SHAREHOLDERS

NOTICE is hereby given that the Forty Eighth Annual General Meeting of the members of M/s. **Coromandel Agro Products and Oils Limited** will be held on Monday, the 12th August, 2024 at 11.30 AM. at CAPOL, First Floor, TFO Complex, Hitex Campus, Madhapur, Hyderabad, Telangana-500081 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31.03.2024 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Maddi Venkateswara Rao (DIN- 00013393) who retires by rotation under Article 122 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Maddi Ramesh (DIN- 00013394) who retires by rotation under Article 122 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
4. To declare a Final Dividend of ₹ 1/- per Equity Share of the face value of ₹ 10/- each (10%), of the Company for the financial year ended March 31, 2024

SPECIAL BUSINESS

5. **Re- Appointment of Sri. Meadem Sekhar (DIN: 02051004) as a Whole time Director, Chief Executive officer and KMP of the company.**

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the re-appointment of Sri. Meadem Sekhar (DIN:02051004) as a Whole time Director of the Company, C.E.O and Key Managerial Personnel , for a period of 5 (five) years with effect from 1st April 2024 to 31st March 2029 on the terms and conditions including remuneration as set out below, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Sri Meadem Sekhar (DIN:02051004), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to provision of section 196 & 197 of the Act (as amended or re-enacted from time to time) read with Schedule V, the appointee shall be paid remuneration of Rs.1,50,000 (Rupees One Lac Fifty Thousand) per Month.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

6. **Appointment of Sri.Venkata Subramanya Ravi Vadlamani, (Din: 00495102), as a Non-Executive Director of company**

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special resolution:-

“RESOLVED THAT Pursuant to the provisions of the Companies Act, 2013 and Applicable Regulations of the SEBI (LODR) Regulations, 2015 Sri.Venkata Subramanya Ravi Vadlamani, (Din: 00495102), in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company.”

7. Ratification of Cost Auditors' Remuneration

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.35,000/-per annum be paid with all applicable taxes and reimbursement out of pocket expenses incurred in connection with the audit, payable to M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada, who are appointed as Cost Auditors of the Company to conduct Cost Audit of the Company for the financial year ending 31st March, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”

8. To approve shifting of registered office of the Company from Telangana State to Andhra Pradesh State and consequent alteration to the Memorandum of Association of the Company.

To consider, and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION with or without modification:

RESOLVED THAT pursuant to Section 12 and 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, and other applicable provisions, if any, and subject to the approval of the Regional Director, and other regulatory authorities if any, the consent of the members of the Company is hereby accorded for shifting of the registered office of the Company from the jurisdiction of Registrar of Companies, Hyderabad, Telangana, to the jurisdiction of Registrar of Companies, Vijayawada Andhra Pradesh.

RESOLVED FURTHER THAT pursuant to section 13 of the Companies Act, 2013 and rules made thereunder, clause II of the Memorandum of Association of the Company be altered and substituted by the following clause:

“II The Registered Office of the Company will be situated in the State of Andhra Pradesh i.e. within the jurisdiction of Registrar of Companies, Vijayawada.”

RESOLVED FURTHER THAT any one of the Directors or the Chief Executive Officer or the Company Secretary of the Company are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company including filing of necessary E-Forms with the applicable regulatory authorities in this regard.”

9. Adoption of Amended Memorandum of Association of the company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and reenactment thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and subject to such other necessary statutory approvals and modifications if any, on the recommendation of Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to adopt amended Memorandum of Association (“MOA”) of the Company in place of the existing MOA with the following specific changes as provided below:

1. The existing 'Clause III B' i.e., "Objects Incidental or Ancillary to the attainment of Main Objects" containing sub-clause no. 1 to 33 be and are hereby stands deleted and replaced by new 'Clause III B' i.e., "Matters which are necessary for furtherance of the Objects" specified in 'Clause III B' containing the sub-clause no. 1 to 48.
2. The existing 'Clause III C' containing the "Other Objects" sub clause No. 1 to 15 be and is hereby stands deleted in full.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof and any person authorised by the Board in this behalf) be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board."

10. Approval for adoption of new set of Articles of Association of the company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

"RESOLVED THAT in accordance with Section 14 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) to the extent applicable, approval of the Members of the Company be and is hereby accorded to adopt the new set of regulations contained in the Articles of Association of the Company as per the draft placed before the Meeting and initialled by the Chairman for the purpose of identification to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorised Committee thereof) and Company Secretary and Chief Compliance Officer of the Company be and are hereby severally authorised to execute all deeds, applications, documents and writings as may be required and to do all such acts, deeds, matters and things including filing of necessary forms and/or seeking all necessary approvals as may be necessary or desirable in connection with or incidental to give effect to the above Resolution, on behalf of the Company and to delegate all or any of the powers herein vested in the Board to any Officer(s) of the Company as may be required to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board of Directors
For **Coromandel Agro Products and Oils Limited**

Place : **CHILAKALURIPET**
Date : **July 05, 2024.**

Sd/-
(**Meadem Sekhar**)
Whole Time Director & CEO
(DIN: 02051004)

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and such proxy need not be Member. The proxy form is enclosed which should be deposited, at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the Meeting.
2. A person can act as a proxy for not more than 50 Members 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 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.
3. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM
4. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 4:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed herewith.
7. **Book Closure and Record date for Dividend:** The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 5th August, 2024 to Monday, 12th August, 2024, both days inclusive for the purpose of 48th AGM & Dividend. The dividend of Rs.1.00/- per share (i.e. 10%) on the Equity Shares of the Company of Rs.10/- each, if declared by the Members at the AGM, will be paid on or after August 17, 2024 as under:

Final Dividend for FY 2023-24:

The Board of Directors at its meeting held on May 29, 2024, has recommended a final dividend of Rs.1.00/- per share (i.e. 10%) per equity share. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM, is Monday, August 12, 2024.

• If the final dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source ("TDS") will be as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Monday, August 04, 2024.
- ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Monday, August 04, 2024.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

TDS on dividend Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to Income Tax Act, 1961 and the Finance Act, 2020, of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/RTA (if shares are held in physical form).

8. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank mandates, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers, change in address and e-mail addresses to their respective Depository Participants with whom they are maintaining their demat accounts. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide efficient and better services.
9. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
10. Members holding shares in physical form are requested to notify/send to the following Company's Registrar and Transfer Agent at: Bigshare Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082 at the earliest and not later than August 05, 2024. Particulars of their Bank Account, in case the same have not been sent earlier ; and -Any change in their address/mandate/Bank details.
11. SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination viz Forms ISR-1,ISR-2, ISR-3, SH-13, SH-14. A copy of such forms can be downloaded from the website of the Company at www.capol.in. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA, Bigshare Services Private Limited, for immediate action.

In case of any query/assistance, members are requested to contact our RTA Bigshare Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082; Email: bsshyd@bigshareonline.com

- 12.** On and from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. In addition to that, as per the recent amendments to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from January 24, 2022 and SEBI's Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/Exchange of securities certificate; (d) Endorsement; (e) Sub-division/Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (g) Transmission, and (h) Transposition.

Accordingly, members are requested to make services request by submitting a duly filed and signed form ISR-4. A copy of such form can be downloaded from the website of the Company at www.capol.in.

In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

- 13.** SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant
- 14.** SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. In view thereof, members who have not furnished PAN are requested to furnish to the Registrar and Transfer Agents and also to Company Registered office.
- 15.** The Financial Statements, the reports and all other documents required under the law to be annexed thereto will be available for inspection during working hours at the Registered Office of the Company on any working day prior to the date of the Annual General Meeting.
- 16.** Members desiring to seek any information on the Annual Accounts to be explained at the meeting are requested to send their queries in writing to the Company's Registered Office so as to reach at least 7 days before the date of the meeting to provide the required information.

17. Voting by Members:

The voting for the agenda items as set forth in the Notice shall be done in the following manner:

- a) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (Remote E-voting).
- b) At the venue of AGM, voting shall be done through Ballot Paper and the members attending the AGM, who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- c) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member casts vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

Voting through Electronic means (Remote E-voting): In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL/NSDL, on the items mentioned in this AGM Notice. The Company has appointed Mr. K. Srinivasa Rao, Partner of M/s. K. Srinivasa Rao & Co., Practicing Company Secretaries (Membership No. FCS. 5599) as scrutinizer for conducting the e-voting process and voting process in a fair and transparent manner. The voting period begins on Friday, 9th August, 2024 at 09.00 hrs and will end on Sunday, 11th August, 2024 at 17.00 hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 5th August, 2024, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. The instructions for shareholders voting electronically are given at page No.78 of the Annual Report.

18. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting & Voting at AGM venue, within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.capol.in; and Notice Board at the Registered Office of the Company.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
20. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Big share services Private Limited (RTA), the details of such folio together with the share certificates for consolidating their shareholding in one folio.
21. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company/Registrar & Share Transfer Agents, M/s. Big share services Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
23. Members seeking any information with regard to accounts or operations are required to write to the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information ready.
24. Members may also note that the notice of the 48TH AGM and the Annual Report for the FY 2023-24 will be available on the Company's website, www.capol.in and websites of Stock Exchange (BSE). Members who require physical copy of the same, may write to us at: capol@capol.in
25. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date 5th August,2024
26. A brief profile of the Director(s) who is/ are appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding in the Company and inter-se relationship between directors or key managerial personnel as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 are furnished and forms part of the notice.

- 27.** Pursuant to the provisions of Section 124 of the Companies Act, 2013 ('the Act') read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s) re-enactment(s)/amendment(s) thereof, for the time being in force), the dividend which remains unpaid / unclaimed for a period of seven years from the date of transfer to the unpaid / unclaimed dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. As per the IEPF Rules, the corresponding shares in respect of which dividend has not been paid or claimed by the Members for seven (7) consecutive years or more shall also be transferred to the dematerialized account created by the IEPF authority.

Members who have not yet encashed their dividend warrants for any subsequent financial years are requested to make their claim at the earliest, to avoid transfer of the dividend/ shares to the fund/ IEPF authority.

Details of unclaimed dividends are available on the Company's website www.capol.in.

Members /claimants whose shares, unclaimed dividends, have been transferred to the IEPF Demat account of the fund, as the case may be, may claim the shares or apply for refund by making an application to IEPF Authority through Web Form IEPF-5. Further details of the same are available on <http://www.iepf.gov.in>. The statement containing details of Name, Address, Folio number, Demat Account No. and number of shares due for transfer to IEPF demat account is made available on our website www.capol.in.

The shareholders are encouraged to verify their records and claim their dividends of the preceding seven years, if not claimed.

- 28.** The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Company www.capol.in within 48 hours of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to Bombay Stock Exchange.
- 29.** Route-map to the venue of the Meeting is provided at the end of the Notice (**before** the Proxy form).

Information to Shareholders with respect to Item no: 2 under Regulation 36(3) of SEBI (LODR) Regulations:

S.No	Information particulars	Maddi Venkateswara Rao	Maddi Ramesh	M.Sekhar	Venkata Subramanya Ravi Vadlamani
1	Brief resume of the Directors & Justification for appointment/re-appointment	Mr. Maddi Venkateswara Rao, aged about 68 years residing at Guntur and having a rich experience of more than 40 years in Exports of Tobacco, Cotton Seed Meal, Linters etc., He did Master degree in Management and Business Administration(MBA).	Mr. Maddi Ramesh, aged about 55 years residing at Chilakaluripet and having good experience of more than 30 years in Exports of Tobacco, Cotton Seed Meal, Linters etc., He is a Commerce Graduate.	Mr. MeademSekhar, aged about 69 years residing at Guntur and having a rich experience of more than 40 years in Exports of Tobacco, Pioneered in acquisitions and constructions of various infrastructure projects in Metropolitan cities. He is a Qualified Chartered Accountant.	Mr.VenkataSubramanya Ravi Vadlamani aged about 68 years residing at Guntur and having a rich experience of more than 40 years in the Field of Accountancy, Finance, All Taxation matters and Banking sector activities. In addition to his professional activities, he is very much renowned and deeply involved in International Rotary activities and toured extensively through out the World. He is a Practicing Chartered Accountant
2	Nature of his expertise in specific functional areas	Having a rich experience of more than 40 years in Exports of Tobacco, Cotton Seed Meal, Linters etc.,	Having good experience of more than 30 years in Exports of Tobacco, Cotton Seed Meal, Linters etc.,	Having a rich experience of more than 40 years in Exports of Tobacco, cottonseed meal.	Having a rich experience of more than 40 years in Field of Accountancy, Finance, All Taxation matters and Banking sector activities.
3	Relationships between directors inter-se	Maddi Venkateswara Rao is elder brother of Maddi Ramesh, who is also a director of the company.	Maddi Ramesh is younger brother of Maddi Venkateswara Rao, who is also Director of the company.	Nil	Nil
4	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nil	Nil	Nil
5	Shareholding of non-executive directors	65,980 equity shares (8.35 %).	32,765 equity shares (4.15%).	Nil	51 equity shares

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. Item No. 5 to 10 of the accompanying 48th AGM Notice.

ITEM NO. 5 :

The present term of Sri. Meadem Sekhar (DIN: 02051004) as Whole time Director of the Company, C.E.O and Key Managerial Personnel, is valid upto 23-05-2024. The Board of Directors (the Board) at their meeting held on 27-03-2024, have re-appointed Sri. Meadem Sekhar as Whole Time Director, C.E.O and Key Managerial Personnel, for a further period of 5 years with effect from 1st April 2024 on the terms and conditions, based on the recommendation of Nomination and Remuneration Committee: A. Salary:- Salary of 1,50,000/- (Rupees one lac fifty thousand only) per month based on the net profits of the Company subject to overall ceiling laid down in Section 197 and 198 of the Companies Act, 2013.

Mr. Meadem Sekhar, aged about 69 years residing at Guntur and having a rich experience of more than 40 years in Exports of Tobacco, Pioneered in acquisitions and constructions of various infrastructure projects in Metropolitan cities. He is a Qualified Chartered Accountant. In accordance with the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a brief profile of Mr. Meadem Sekhar is given as an annexure to this Notice and forms part of this explanatory statement. Mr. Meadem Sekhar is a fit and proper person for the post of Whole Time Director C.E.O and Key Managerial Personnel. The terms and conditions of his re-appointment are fair and reasonable. It would be in the interest of the Company to continue to avail services of Mr. Meadem Sekhar as C.E.O and Key Managerial Personnel,.

The Members approval is required for the above under Schedule V and other applicable provisions of the Companies Act, 2013 (Act). The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Meadem Sekhar under the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, Sri. Meadem Sekhar has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

A special resolution is proposed as per the provisions of Section 196(3) of the Act as he will be attaining the age of 69 years during his tenure as a Whole Time Director. The Board recommends this special resolution for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item no.5 of the notice for approval by Members.

ITEM NO. 6 :

Sri. Venkata Subramanya Ravi Vadlamani (DIN: 00495102) has completed the Second term tenure as Independent Director of the Company on 31.03.2024 and Based on recommendations of the Nomination and Remuneration Committee, subject to approval of the shareholders by way of special resolution the Board has appointed him as an Additional Director under Non-executive-Non Independent Category with effect from 01-04-2024. The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing her candidature for the office of Director

The Board, based on the performance and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, opinioned that the continued association of Sri Venkata Subramanya Ravi Vadlamani would be beneficial to the Company and therefore it is desirable to continue to avail his services as a Non-executive Director. He is a Practicing Chartered Accountant over 34 years. Accordingly, subject to approval of shareholders by way of special Resolution at ensuing Annual General Meeting, it is proposed to appoint Sri Venkata Subramanya Ravi Vadlamani as an Non-executive Director of the Company liable to retire by rotation.

The Company has received from Sri. Venkata Subramanya Ravi Vadlamani (i) Consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. Brief resume and justification for reappointment and Expertise in specific functional areas and nature of expertise of Sri. Venkata Subramanya Ravi Vadlamani is given in the table as set out in the table prior to the Explanatory Statement:

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item no.6 of the notice for approval by Members.

ITEM NO. 7 :

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee at its meeting held on May 25, 2023, the Board has, considered and approved the appointment of M/s. Jithendra Kumar & Co., Cost Accountants (Firm Registration No. 103347), Vijayawada as the Cost Auditor for the financial year 2024-25 for a remuneration of Rs.35,000/- per annum with all applicable taxes and reimbursement of out of pocket expenses.

M/s. Jithendra Kumar & Co., Cost Accountants have the necessary experience in the field of cost audit, and have submitted certificate of practice regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. The Board commends the remuneration of Rs.35,000/- per annum with all applicable taxes and reimbursement of out of pocket expenses to M/s. Jithendra Kumar & Co. as the Cost Auditors and the approval of the Members is sought for the same by an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item no.7 of the notice for approval by Members.

ITEM NO. 8 :

The Registered office of the Company is currently situated at 12-B, Skylark Apartments, Basheer Bagh, Hyderabad -500 029, (Telangana State). For the purpose of business and administrative convenience, the Board of Directors of the Company at its meeting held on 29th May, 2024 has approved and recommended to the members of the Company the proposal of shifting of the registered office of the Company from Hyderabad, Telangana State (which was earlier part of the State of "Andhra Pradesh") to Chirala, State of Andhra Pradesh. The shifting of the registered office from one state to another and alteration of Clause II of the Memorandum of Association ("the MOA") the Company requires the approval of the members of the Company by way of special resolution, in terms of section 12, 13 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder. A copy of the MOA of the Company together with the proposed alterations is available for inspection by the members of the Company at its registered office during the normal business hours between 10.00 A.M (IST) to 6:00 P.M. (IST) on all working days up to the date of the Annual General Meeting. None of the Directors, Key Managerial Persons or their relatives is in anyway concerned or interested financially or otherwise in the said proposed resolution.

The Board recommends the special resolution set out at Item No. 8 of the notice for approval of the members of the Company.

ITEM NO. 9 :

The existing Memorandum of Association ('MOA') of the Company is based on erstwhile Companies Act, 1956. The alteration of MOA is necessary to align the existing MOA with Companies Act 2013 ('Act'). The other object clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act.

The Board of Directors at its Meeting held on July 5, 2024 has approved the adoption of amended MOA of the Company, subject to approval of the members of the Company and other necessary approval in this regard.

A copy of the proposed set of new MOA would be available for public inspection at the registered office of the Company and on the Company's website for inspection up to the date of AGM

In terms of Section 4 and 13 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the adoption of new set of MOA of the Company.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested (financially or otherwise), in the proposed resolution set out in item No. 9. it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends passing of the Resolution set out in Item No. 9 of this AGM Notice, for approval by the Members by way of Special Resolution

ITEM NO. 10 :

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "New Act").

In order to bring the existing AOA of the Company in line with the provisions of the New Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of AOA of the Company (New Articles) in substitution of and to the entire exclusion of the existing Article of Association of the Company. The Board of Directors at its Meeting held on July 5, 2024 has approved the adoption of New Articles of the Company, subject to approval of the members of the Company and other necessary approval (if any) in this regard.

A copy of the proposed set of New AOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection up to the date of the A.G.M. In terms of Section 14 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the adoption of New AOA of the Company. None of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in item No.10. it is clarified that the proposed Resolution does not relate to or affect any other Company. The Board recommends passing of the Resolution set out in Item No. 10 of the accompanying AGM Notice, for approval by the Members by way of Special Resolution.

By Order of the Board of Directors
For **Coromandel Agro Products and Oils Limited**

Place : **CHILAKALURIPET**
Date : **July 05, 2024.**

Sd/-
(**Meadem Sekhar**)
Whole Time Director & CEO
(DIN: **02051004**)