



COROMANDEL AGRO PRODUCTS AND OILS LIMITED.,

Factory and Admn. Office : Door No. 5/01, Main Road, JANDRAPET – 523 165, CHIRALA, Bapatla District, A.P.

Phone : 9849986021, 9291463506

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

CIN. No. L15143AP1975PLC120139

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

15.07.2025

SCRIP NAME: CORAGRO

SCRIP CODE: 507543

Dear Sirs,

Sub: Notice of 49th 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 49th Annual General Meeting of the Company (“AGM”), please find enclosed the Notice convening 49th AGM of the Company scheduled to be held on Monday, August 11, 2025 at 11:30 a.m. (IST) , at CAPOL Factory Premises, 5/01, Main Road, Jandrapeta-523165, Chirala Mandal, Bapatla District, Andhra Pradesh through Physical Mode. The aforesaid Notice of 49th 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 record.

Thanking you,

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

(RADHA RANI SINGHAL)
Company Secretary & Compliance Officer

Membership No.:A68523

NOTICE OF 49th ANNUAL GENERAL MEETING TO SHAREHOLDERS

NOTICE is hereby given that the Forty Ninth Annual General Meeting of the members of **Coromandel Agro Products and Oils Limited** will be held on Monday the 11th August, 2025 at 11.30 a.m. at CAPOL Factory Premises, 5/01, Main Road, Jandrapeta-523165, Chirala Mandal, Bapatla District, Andhra Pradesh. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31.03.2025 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 and being eligible, offers himself for re-appointment.
3. To declare a Final Dividend of Rs. 2/- per Equity Share of the face value of Rs. 10/- each (20%), of the Company for the financial year ended March 31, 2025

SPECIAL BUSINESS

4. **To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution: - (Appointment of Mrs. Smt. Vangala Bhargavi (DIN: 06950741) as an Independent and Women Director)**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Smt. Vangala Bhargavi (DIN: 06950741), who was appointed as an Additional Director and Woman Director of the Company with effect from 15th October, 2024 under Section 161 & 149(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director & Woman Director of the Company to hold office for a term up to five consecutive years commencing from 15th October, 2024 to 14th October, 2029, not liable to retire by rotation.

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the sitting fees be paid to Smt. Maddula Durga Sushma for attending the meetings of the Board and its Committees, as may be determined by the Board from time to time, subject to the limits prescribed under the Act.

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.”

5. **To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution: - (Appointment of Smt. Maddula Durga Sushma (DIN: 09717698) as an Independent Director)**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Smt. Maddula Durga Sushma (DIN: 09717698), who was appointed as an Additional Director of the Company with effect from 15th October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 15th October, 2024 to 14th October, 2029, not liable to retire by rotation.

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the sitting fees be paid to Smt. Maddula Durga Sushma for attending the meetings of the Board and its Committees, as may be determined by the Board from time to time, subject to the limits prescribed under the Act.

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. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution: - (Appointment of Smt. Dr. S. Anitha Devi (DIN: 11186833) as an Independent Director)

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Smt. Dr. S. Anitha Devi (DIN: 11186833), who was appointed as an Additional Director of the Company with effect from 07th July, 2025 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 07th July, 2025 to 06th July, 2030 , not liable to retire by rotation.

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the sitting fees be paid to Smt.Maddula Durga Sushma for attending the meetings of the Board and its Committees, as may be determined by the Board from time to time, subject to the limits prescribed under the Act.

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.”

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, 2026.

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. Appointment of Secretarial Auditors:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] M/s. K.Srinivasa Rao & Co, (Firm Registration No. P2003AP005400) Company Secretaries, be and hereby appointed as Secretarial Auditors of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for the term of 5 (five) years from Financial Year April 1, 2025 to March 31, 2030 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

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

Sd/-
(Meadem Sekhar)

Whole Time Director & CEO
(DIN: 02051004)

Place : **CHILAKALURIPET**

Date : **July 09, 2025.**

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, 2025 to Monday 11th August, 2025, both days inclusive for the purpose of 49th AGM & Dividend. **The 04th August, 2025 is fixed as record date for Dividend.**

The dividend of Rs.2.00/- per share (i.e. 20%) 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 15, 2025 as under:

Final Dividend for FY 2024-25:

The Board of Directors at its meeting held on May 28, 2025, has recommended a final dividend of Rs.2.00/- per share (i.e. 20%) per equity share. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM, is Monday 11th August, 2025.

• 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 Sunday, August 03, 2025.
- 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 Sunday, August 03, 2025.

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 04, 2025. 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, August 08, 2025 at 09.00 hrs and will end on Sunday, August 10, 2025 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 August 04, 2025, 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.85 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 49TH AGM and the Annual Report for the FY 2024-25 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 August 04, 2025.
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 de-mat 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).

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

S. No	Information particulars	Maddi Venkateswara Rao	Vangala Bhargavi	Maddula Durga Sushma	Dr. S. Anitha Devi
1	Brief resume of the Directors & Justification for appointment / re-appointment	Mr. Maddi Venkateswara Rao, aged about 69 years residing at Guntur and having a rich experience of more than 41 years in Exports of Tobacco, Cotton Seed Meal, Linters etc., He did Master degree in Management and Business Administration(MBA).	Smt. Vangala Bhargavi Rao, aged about 38 years residing at Guntur and having a rich experience of more than 15 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. She is a Qualified Chartered Accountant.	Smt. Maddula Durga Sushma, aged about 35 years residing at Guntur and having a rich experience of more than 12 years in the Field of Accountancy, Finance, All Taxation matters and Banking sector activities. In addition to his professional activities, She is very much renowned. She is a Qualified Chartered Accountant.	Smt. Dr. S. Anitha Devi aged about 54 years residing at Guntur and having a rich experience of more than 29 years in teaching and research programs for various subjects in M.B.A. education and also prepare various study materials for many subjects especially in Finance, Management and other disciplines.
2	Nature of his expertise in specific functional areas	Having a rich experience of more than 41 years in Exports of Tobacco, Cotton Seed Meal, Linters etc.,	Having a rich experience of more than 15 years in Accountancy, Finance, All Taxation matters and Banking sector activities	Having good experience of more than 12 years in Accountancy, Finance, All Taxation matters and Banking sector activities	Having a good experience of more than 29 years in the teaching field especially in Management courses
3	Terms and Conditions of Appointment / re-appointment	He is appointed as Non-Executive Director and liable to retire by rotation	The appointment as Independent Non-Executive Woman Director, shall be as per Company's Nomination and Remuneration Policy for term of five years from 15-10-2024 to 14-10-2029 and she is Not liable to retire by rotation	The appointment as Independent Non-Executive Director, shall be as per Company's Nomination and Remuneration Policy for term of five years from 15-10-2024 to 14-10-2029 and she is Not liable to retire by rotation	The appointment as Independent Non-Executive Director, shall be as per Company's Nomination and Remuneration Policy for term of five years from 09-07-2025 to 08-07-2030 and she is Not liable to retire by rotation
4	Details of Remuneration sought to be paid Last Remuneration drawn	He is eligible for payment of sitting fee as approved by the Board of Directors. He has drawn Rs. 0.20 Lacs remuneration as sitting fees	She is eligible for payment of sitting fee as approved by the Board of Directors. She has drawn Rs. 0.06 Lacs remuneration as sitting fees	She is eligible for payment of sitting fee as approved by the Board of Directors. She has drawn Rs. 0.06 Lacs remuneration as sitting fees	She is eligible for payment of sitting fee as approved by the Board of Directors.

5	Relationships between directors inter-se	Nil	Nil	Nil	Nil
6	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	She is holding Director Ship as an Independent Director in 1. JOCIL LIMITED w e f. 13-10-2023 and TVS NEXT LIMITED w e f. 25-06-2025 she is member of Audit Committee and Member of Nomination and Remuneration Committee of the Board of TVS NEXT LIMITED	She is holding Director Ship as an Independent Director of in 'BKV INDUSTRIES LIMITED" and she is Chairman-Audit Committee and Member-Nomination and Remuneration Committee of the said Board .	Nil
7	Shareholding of non-executive directors	1,05,543 equity shares (13.36%).	Nil	Nil	Nil
8	Date of first appointment on the Board	26-03-1983	15-10-2024	15-10-2024	09-07-2025
9	Number of Board Meetings attended during FY 2024-25	4	1	1	0
10	Listed entities from which the Director has resigned in the past three years	NIL	She is retired as Independent Director of KALLAM TEXTILES LIMITED due to completion of her tenure w.e.f 25-09-2024	NIL	NIL

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. 4 to 8 of the accompanying 49th AGM Notice.

Item No. 4 :

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee ('NRC') and Audit Committee, The Board of Directors in its meeting held on 15th October, 2024 had appointed Smt.Vangala Bhargavi (DIN: 06950741) as an Additional Director (under the category of Non-Executive Woman Independent Director) , not liable to retire by rotation, to hold office for a period of five consecutive years with effect from October 15, 2024 to October 14, 2029, subject approval of shareholders by way of special resolution.

The Board has received requisite disclosures/declarations from Smt.Vangala Bhargavi (DIN: 06950741) (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become

Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations and assessed the veracity of the same; (vi) notice u/s 160 of the Act proposing his candidature as an Independent Director of the Company and all other necessary information/documents/declarations. Further, Smt.Vangala Bhargavi has registered herself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

Brief profile and Rationale for the appointment of Smt.Vangala Bhargavi :

Smt.Vangala Bhargavi (DIN: 06950741) is a qualified Chartered Accountant. She specializes in corporate affairs and Companies Act and also in Finance and has over 15 years of experience in various fields covering Business Advisory, Accountancy, Finance, All Taxation matters, Banking sector activities and Company Law Matters etc.

In the opinion of the NRC and the Board, Smt.Vangala Bhargavi possesses experience, knowledge, positive attributes and skills and fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and that she is independent of the management and her association as an Independent Director will immensely benefit the Company. The appointment of Smt.Vangala Bhargavi to the Board will be an invaluable input to the Company's strategic decision making, support its growth initiatives and business operations. Accordingly, it is proposed to seek approval of Shareholders of the Company by way of a Special Resolution through for the appointment of Smt.Vangala Bhargavi as an Non Executive Independent Director Woman Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from October 15, 2024 to October 14, 2029. She shall be paid the sitting fees for attending meetings of the Board or any Committee thereof as may be decided by the Board

The terms and conditions of the appointment of Smt.Vangala Bhargavi will be available electronically for inspection by shareholders as per details mentioned in the notes to this Notice. Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('SS-2'), brief profile and other details of Smt.Vangala Bhargavi is provided in Annexure-A to this Notice.

No Director, Key Managerial Personnel or their relatives except Smt.Vangala Bhargavi to whom the resolution relates are, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board recommends the resolution set out in Item No. 4 for approval by the shareholders by way of a Special Resolution.

Item No.5 :

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee ('NRC') and Audit Committee, The Board of Directors in its meeting held on 15th October,2024 had Smt.Maddula Durga Sushma (DIN: 09717698) as an Additional Director (under the category of Non- Executive Independent Director) , not liable to retire by rotation, to hold office for a period of five consecutive years with effect from October 15, 2024 to October 14, 2029, subject approval of shareholders by way of special resolution.

The Board has received requisite disclosures/declarations from Smt.Maddula Durga Sushma (DIN: 09717698) (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations and assessed the veracity of the same; (vi) notice u/s 160 of the Act proposing his candidature as an Independent Director of the Company and all other necessary information/documents/declarations. Further, Smt.Maddula Durga Sushma has registered herself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

Brief profile and Rationale for the appointment of Smt.Maddula Durga Sushma:

Smt. Maddula Durga Sushma is a qualified Chartered Accountant. She specializes in corporate affairs and Companies Act and also in Finance and has over 12 years of experience in various fields covering Accountancy, Finance, All Taxation matters, Banking sector activities and Company Law Matters etc.

In the opinion of the NRC and the Board, Smt.Maddula Durga Sushma possesses experience, knowledge, positive attributes and skills and fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and that she is independent of the management and her association as an Independent Director will immensely benefit the Company. The appointment of Smt.Maddula Durga Sushma to the Board will be an invaluable input to the Company's strategic decision making, support its growth initiatives and business operations. Accordingly, it is proposed to seek approval of Shareholders of the Company by way of a Special Resolution through for the appointment of Smt.Maddula Durga Sushma as a Non Executive Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from October 15, 2024 to October 14, 2029. She shall be paid the sitting fees for attending meetings of the Board or any Committee thereof as may be decided by the Board.

The terms and conditions of the appointment of Smt.Maddula Durga Sushma will be available electronically for inspection by shareholders as per details mentioned in the notes to this Notice. Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('SS-2'), brief profile and other details of Smt.Maddula Durga Sushma is provided in Annexure-A to this Notice.

No Director, Key Managerial Personnel or their relatives except Smt.Maddula Durga Sushma to whom the resolution relates are, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board recommends the resolution set out in Item No. 5 for approval by the shareholders by way of a Special Resolution.

Item No 6 :

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee ('NRC') and Audit Committee, The Board of Directors in its meeting held on 9th July,2025 had Smt. Dr. S. Anitha Devi (DIN: 11186833) as an Additional Director (under the category of Non- Executive Independent Director) , not liable to retire by rotation, to hold office for a period of five consecutive years with effect from July 9, 2025 to July 8, 2030, subject approval of shareholders by way of special resolution.

The Board has received requisite disclosures/declarations from Smt. Dr. S. Anitha Devi (DIN: 11186833) (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations and assessed the veracity of the same; (vi) notice u/s 160 of the Act proposing his candidature as an Independent Director of the Company and all other necessary information/ documents/declarations. Further, Smt. Dr. S. Anitha Devi has registered herself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

Brief profile and Rationale for the appointment of Smt. Dr. S. Anitha Devi:

Smt. Dr. S. Anitha Devi have Total 29 years of teaching experience and 20 years of research experience. She has successfully qualified the Online Proficiency Self-Assessment Test for Independent Director Databank. He have Expertise/ Competencies in Marketing, Management, Human resource Management corporate governance, Financial reporting and Corporate Laws.

In the opinion of the NRC and the Board, Smt. Dr. S. Anitha Devi possesses experience, knowledge, positive attributes and skills and fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and that she is independent of the management and her association as an Independent Director will immensely benefit the Company. The appointment of Smt. Dr. S. Anitha Devi to the Board will be an invaluable input to the Company's strategic decision making, support its growth initiatives and business operations. Accordingly, it is proposed to seek approval of Shareholders of the Company by way of a Special

Resolution through for the appointment of Smt. Dr. S. Anitha Devi as an Non Executive Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from July 9, 2025 to July 8, 2030. She shall be paid the sitting fees for attending meetings of the Board or any Committee thereof as may be decided by the Board.

The terms and conditions of the appointment of Smt. Dr. S. Anitha Devi will be available electronically for inspection by shareholders as per details mentioned in the notes to this Notice. Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('SS-2'), brief profile and other details of Smt. Dr. S. Anitha Devi is provided in Annexure-A to this Notice.

No Director, Key Managerial Personnel or their relatives except Smt. Dr. S. Anitha Devi to whom the resolution relates are, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board recommends the resolution set out in Item No. 6 for approval by the shareholders by way of a Special Resolution.

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 27, 2025, 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 :

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act. Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders approval to be obtained at the Annual General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 28, 2025, has approved the appointment of M/s. K.Srinivasa Rao & Co, (Firm Registration No. P2003AP005400) Company Secretaries as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030 subject to approval of the Members at the Annual General Meeting.

Furthermore, in terms of the amended regulations, M/s. K.Srinivasa Rao & Co, Company Secretaries has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s. K.Srinivasa Rao & Co, Company Secretaries has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest.

M/s. K.Srinivasa Rao & Co, Company Secretaries has further furnished a declaration that they have not taken up any prohibited non secretarial audit assignments for the Company, its holding and subsidiary companies. While recommending M/s K.Srinivasa Rao & Co, for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. K.Srinivasa Rao & Co, Company Secretaries was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company. M/s. K.Srinivasa Rao & Co, Company Secretaries is a peer reviewed and a well established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence, and commitment.

The Firm is presently the Secretarial Auditor of the Company as well as several large listed Companies. The terms and conditions of the appointment of M/s. K.Srinivasa Rao & Co, Company Secretaries include a tenure of five (5) consecutive years, commencing from April 1, 2025 upto March 31, 2030 at a remuneration of Rs. 1,50,000/- for FY26 and as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. K.Srinivasa Rao & Co, , and will be subject to approval by the Board of Directors and/ or the Audit Committee. M/s. K.Srinivasa Rao & Co, has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Accordingly, approval of the shareholders is sought for appointment of M/s. K.Srinivasa Rao & Co, Company Secretaries as the Secretarial Auditors of the Company

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. 8 of the notice for approval by Members.

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

Place : CHILAKALURIPET
Date : July 09, 2025.

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