

BOARD OF DIRECTORS	:	Sri Maddi Lakshmaiah Sri Maddi Ramesh Sri V.V.S. Ravi Sri Maddi Venkateswara Rao Smt R. Lakshmi Sarada Sri L. Shyam Prasad	Chairman Managing Director
CHIEF FINANANCIAL OFFICER	:	Sri K. Satyanarayana	
BANKERS	:	Canara Bank Chirala – 523 155	
AUDITORS	:	M/s. A. Ramachandra Rao & Co., Chartered Accountants, 3-6-369/A/11, 1 st Floor, Street No.1, Himayathnagar, Hyderabad – 500 029 M/s. Jithendra Kumar & Co., Cost Accountants, # 389, Iron yard, Opp Reliance Fresh, HB Colony, Vijayawada-520012. M/s. K.SrinivasaRao & Co., Company Secretaries D.No.6-13-14A, 13/3, Arundelpet, Guntur-522002.	
REGISTERED OFFICE	:	12-B, Skylark Apartments, Basheer Bagh, Hyderabad – 500 029	

CONTENTS

	PAGE
Notice of Meeting	03
Directors' Report	10
Auditors' Report	36
Balance Sheet	40
Profit & Loss Account	41
Notes on Financial Statements	49

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the members of M/s. **Coromandel Agro Products and Oils Limited** will be held on Friday, 14th August, 2015 at 10.30 A.M. at the Registered Office of the Company at 12-B, Skylark Apartments, Basheerbagh, Hyderabad, Telangana - 500029 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date 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 Lakshmaiah (DIN- 00013387) 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 appoint Auditors and fix their remuneration

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. A. Ramachandra Rao & Co, Chartered Accountants (Firm Registration No. 002857S), Hyderabad, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: - (The Cost Auditors' Remuneration)

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, amounting to Rs. 20,000/- (Rupees Twenty Thousands only) as also the payment of service tax as applicable and re-imbursalment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: - (Appointment of Mrs. Rallabhandi Lakshmi Sarada (DIN: 07140433) 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, Mrs. Rallabhandi Lakshmi Sarada (DIN: 07140433), who was appointed as an

Additional Director and Woman Director of the Company with effect from 19th March, 2015 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 19th March, 2015 to 18th March, 2020, not liable to retire by rotation.

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. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: - (Appointment of Mr. Lakkaraju Shyama Prasad (DIN: 07151102) 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, Mr. Lakkaraju Shyama Prasad (DIN: 07151102), who was appointed as an Additional Director of the Company with effect from 19th March, 2015 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 19th March, 2015 to 18th March, 2020, not liable to retire by rotation.

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.”

8. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: - (Appointment of Mr. Maddi Ramesh (DIN: 00013394) as a Managing Director)

“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 appointment of Mr. Maddi Ramesh (DIN: 00013394) as Managing Director and Chief Executive Officer (CEO) of the Company, for a period of 5 (five) years with effect from 01st April, 2015 to 31st March, 2020, on the terms and conditions including remuneration as set out as 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 Mr. Maddi Ramesh, 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.

A) Salary: 1,50,000/- Per Month

B) Perquisites: In addition to the above salary, the Managing Director shall be entitled to all perquisites such as Housing, Gas, Electricity, Water, Medical reimbursement, Club Fees, Medical Insurance, Leave Travel Concession and such perquisites be restricted to an amount equal to 7,000/- per month.

In addition to the above, the Managing Director will also be eligible to the following perquisites which shall not be included in the Computation of ceiling of remuneration:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Funds to the extent either singly or together not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary per each completed year of service and
- c) Encashment of leave at the end of tenure.
- d) Commission: In addition to the above salary and perquisites, commission is payable every year to the Managing Director and it will be calculated as follows:

5% of the net profit for the year will be calculated. From the amount so calculated, the aggregate of the salary and the perquisites mentioned above will be deducted and the balance amount will be allowed as commission during the year.

FURTHER RESOLVED THAT notwithstanding anything to the contrary herein contained, wherein any year during the currency of tenure of the Managing Director, the Company has no profits or its profits are not adequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the limits as specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. 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 180(1)(c) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, for borrowing/ Guarantee any sum or sums of money from time to time whether in Indian rupees or foreign currency from any one or more Company's bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed/ Guaranteed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of Rs. 50.00 Crores (rupees fifty crores only) at any one time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

10. 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 180(1)(a) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging / charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding ₹ 50.00 Crores (rupees fifty crores only) at any one time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-

(Maddi Lakshmaiah)

Chairman

(DIN:00013387)

Place : CHILAKALURIPET

Date : May 30, 2015.

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 later than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 08th August, 2015 to 14th August, 2015 (both days inclusive).
3. The accounts, 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.
4. 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 at the Registered Office of the Company so as to reach at least 7 days before the date of the meeting to provide the required information.
5. Members holding shares in physical form are requested to notify/send the following to the 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 – 500082 at the earliest not later than 06th August, 2015.
-Any change in their address/mandate/Bank details; and
-Particular of their Bank Account, in case the same has not been sent earlier.
6. 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

7. Shareholders should note that as per statutory provisions, if the dividend amount remains unpaid/unclaimed for period of 7 years from the due date, the said unpaid/unclaimed amount will be transferred to Investor Education & Protection Fund (IEPF) set up by Central Government. As such unpaid / unclaimed amount in Dividend Accounts FY 2007-2008 has been transferred to IEPF. Shareholders who have not received / claimed the said dividend are requested to claim the same before due date. Members who have not encashed their dividend warrants are requested to write to the Registrars & Share Transfer Agents.
8. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in Page nos.56,57,58. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
10. Mr. K. Srinivasa Rao of M/s. K. Srinivasa Rao & Co., Practicing Company Secretaries (Membership No. FCS. 5599), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to ksn@mlgroup.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. K. Srinivasa Rao of M/s. K. Srinivasa Rao & Co, C/o CAPOL, 12B Skylark Apartments, Basheerbagh, Hyderabad – 500 029, not later than Thursday, August 13, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 5 :

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

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

Item No. 6 & 7 :

The Board of Directors co-opted Mr. Lakkaraju Shyama Prasad (DIN: 07151102) and Mrs. Rallabhandi Lakshmi Sarada (DIN: 07140433) as an Independent Directors w.e.f. March 19, 2015 and were appointed as an Additional Directors from that date pursuant to Section 161 of the Companies Act, 2013. They hold office till conclusion of this Annual General Meeting. Their term of office shall not be liable to retirement of directors by rotation.

Mrs. Rallabhandi Lakshmi Sarada is a qualified Company Secretary. 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, Project Consultancies and Company Law Matters etc. The Board considers that her continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Mrs. Rallabhandi Lakshmi Sarada as an independent Director & Woman Director and also that she fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent and Women Director. Accordingly the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice. Except Mrs. Rallabhandi Lakshmi Sarada, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

Mr. Lakkaraju Shyama Prasad is a qualified Chartered Accountant. He specializes in Finance and has over 27 years of experience in various fields covering Business Advisory, Project Consultancies, Direct and Indirect Taxation and Company Law Matters etc. The Board considers that his continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Mr. Lakkaraju Shyama Prasad as an independent Director and also that he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director. Accordingly the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice. Except Mr. Lakkaraju Shyama Prasad, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

Item No. 8 :

Subject to the provisions of the Companies Act, 2013 and the approval of the Shareholders at General Meeting, Mr. Maddi Ramesh has been appointed as Managing Director and Chief Executive Officer by the Board of Directors of the company with effect from 01st April, 2015 on the terms and conditions set out in the resolution for a period of 5 years. Mr. Maddi Ramesh joined the Company on 27th October, 2001 and also had been appointed as an Executive Director from 14th February, 2014 and rendering his full time valuable services to the Company. In view of his valuable services, your Directors recommend acceptance of resolution.

None of the Directors except Mr. Maddi Ramesh, Mr. Maddi Venkateswara Rao and Mr. Maddi Lakshmaiah shall be deemed to be interested or concerned in the resolution.

Item No. 9 :

The Board of Directors of the Company envisages requirements of funds in future. As per the provisions of section 180(1)(c) of the companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital and free reserves, that is to say, reserves not set for any specific purpose unless the Shareholders by way of special resolution, have authorized the Board to borrow the monies for some higher monetary limits.

Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions, Bodies Corporate or Business Associates or any Other person or entity etc., in excess of paid up capital and free reserves of the Company by a sum not exceeding Rs. 50.00 Crores (Rupees Fifty Crores only) in Indian Rupees or Equivalent thereof in any foreign currency (ies) for the purposes of business activities of the company.

As per section 180(1)(c) of the companies Act, 2013 and other applicable provisions of companies Act, 2013, approval of the members is sought by way of a Special resolution.

Hence the Board of Directors recommend passing of the enabling resolution mentioned at item No. 9 in the notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

Your Directors, therefore, commend the resolutions for your approval.

Item No. 10 :

Pursuant to Section 180(1)(a) of the Companies Act, 2013 consent of the Company is required by way of a special resolution to create mortgage and/or charge on the movable/ immovable properties of the Company. The Members by way of a Special resolution passed at the Annual General Meeting of the Company is to accord their consent to the Board of Directors to mortgage and / or create charge on all or anyone of the movable/ immovable properties or such other assets of the company, subject to the limits of Rs. 50.00 Crores (Rupees Fifty Crores only) borrowed or to be borrowed.

As per section 180(1)(a) of the companies Act, 2013 and other applicable provisions of companies Act, 2013, approval of the members is sought by way of a Special resolution.

Hence the Board of Directors recommend passing of the enabling resolution mentioned at item No. 10 in the notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

Your Directors, therefore, commend the resolutions for your approval

By Order of the Board of Directors

Sd/-
(Maddi Lakshmaiah)
Chairman
(DIN:00013387)

Place : CHILAKALURIPET
Date : May 30, 2015.

**DIRECTORS' REPORT
FOR THE YEAR ENDED MARCH 31, 2015**

Dear Shareholders,

Your Directors have pleasure in presenting the 39th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2015.

FINANCIAL RESULTS

The Financial performance of the Company for the Financial Year 2014-15 is summarised in the following table:

(Amount in Rupees)

Particulars	Year Ended 31-03-2015 (Rs.)	Year Ended 31-03-2014 (Rs.)
Revenue from operations	1,313,478,932	1,258,279,733
Other income	7,493,877	2,920,041
Operating Expenditure	1,287,747,236	1,222,224,894
Profit before Interest, Depreciation & Tax	33,225,573	38,974,880
Depreciation	9,328,319	7,840,502
Interest	23,701,682	16,550,246
Profit before tax	195,572	14,584,132
Provision for income tax		
i) Current year Tax	-	(5,700,000)
ii) Deferred Tax	1,247,379	959,629
Profit after tax	1,442,951	9,843,761
Profit/ (Loss) Brought forward from previous years	84,653,968	75,965,533
Profit/ (Loss) Carry forward to Balance Sheet	86,096,919	84,653,968
Earnings per share (Basic/ Diluted)	1.83	12.46

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK :

The Company passed through a critical phase during the year under review in view of recession in the global economy, which resulted in steep fall in edible oil and cotton linter international market prices, especially in U.S.A and China.

Bi-furcation of united Andhra Pradesh into two states i.e Telangana and Andhra Pradesh caused an additional burden of interstate Sales Tax on the goods brought from Telangana to Andhra Pradesh ginners and in turn they passed on proportionate burden even on cotton seeds also. Further, the Government of India announced higher minimum support price for cotton procurement which caused substantial increase in cotton seed prices. Due to carried over accumulated stocks, hike in raw material prices, the interest cost is higher when it is compared to that of previous year.

In spite of various adverse factors, the Company in the year under review processed 70437.741 MT of cotton seed as against 64,324 MT in the previous year. Due to hike in raw material prices, the Company earned this year only a net profit before tax of ₹ 1.96 Lakhs as against ₹ 145.84 Lakhs in the previous year.

EXPORT AND FOREIGN EXCHANGE EARNINGS :

Your Directors wish to inform that the Company has exported 3,985.480MT of Cotton Linters worth ₹ 805.84 lakhs during the year under review as against 3,814.234 MT worth ₹ 845.26 lakhs in the previous year. The company also exported 1,020.240 M.T of Cottonseed Hulls worth ₹ 103.58 lakhs during the year under review as against 1,063.233 M.T. Worth ₹ 102.09 lakhs in the previous year.

PROSPECTS :

As the weather forecast given by the experts is very positive in cotton growing areas, which may yield better volumes and further the prices yield to cotton growers we highly remunerative during the previous crop year, the acreage under cotton cultivation may also likely to go up and thereby the availability of raw material may also get improved and as such your Directors are optimistic in utilizing the full production capacities to ensure better working results in the ensuing years.

EXTRACT OF ANNUAL RETURN :

The details forming part of the extract of the Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013 is included in this Report as Annexure - I and forms an integral part of this Report.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Mr. Maddi Venkateswara Rao (DIN- 00013393) and Mr. Maddi Lakshmaiah (DIN- 00013387), retire by rotation under Article 122 of the Articles of Association of the Company and being eligible, offer themselves for reappointment as Directors. The Board recommends their reappointment.

Mr. Lakkaraju Shyama Prasad (DIN: 07151102) and Mrs. Rallabhandi Lakshmi Sarada (DIN: 07140433) were appointed as Additional Directors during the year, whose term of office expires at this Annual General Meeting, they being eligible offer themselves for reappointment. Separate notices under the various provisions of Companies Act, 2013 have been received from the members of the Company proposing the aforesaid appointments. The Board considers that that Mrs. Rallabhandi Lakshmi Sarada and Mr. Lakkaraju Shyama Prasad, fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Directors of the Company. The Board recommends their reappointment.

Mr. Maddi Venkateswara Rao, Managing Director tendered his resignation for the post of Managing Director as he got tied up with other activities and businesses and requested the Board to relieve from Managing Director duties. Board accepted and relieved him from his duties w.e.f 1st April, 2015 and Board also promoted Mr. Maddi Ramesh, Executive Director, as Managing Director with effect from 01st April, 2015.

NUMBER OF BOARD MEETINGS :

During the Financial Year 2014-15, Six (6) Meetings of the Board of Directors of the Company were held viz 30th April, 2014, 30th May, 2014, 11th August, 2014, 14th November, 2014, 13th February, 2015 and 19th March, 2015, with a gap between not exceeding the period of 120 days as prescribed under the Act.

DIRECTORS RESPONSIBILITY STATEMENT :

In conformity with the provisions under Section 134 (3) (c) which is introduced by the Companies Act, 2013 your directors confirm that:-

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS :

During the year under review, one meeting of Independent Directors was held on 19th March, 2015 in compliance with the requirements of Schedule IV of the Companies Act, 2013.

All the Independent Directors of the Company have declared that they meet the criteria of Independence in terms of Section 149(6) of the Companies Act, 2013 and that there is no change in status of Independence

AUDIT COMMITTEE:**(a) BRIEF DESCRIPTION OF TERMS OF REFERENCE :**

The Terms of Reference of this committee cover the matters specified for Audit Committee under Section 177 of the Companies Act, 2013, and as follows:

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the Board, focussing primarily on:

- Any changes in accounting policies and practices
- Major accounting entries based on exercise of judgment by management
- Qualifications in draft Auditors' Report
- Significant adjustments arising out of audit
- The going concern assumption
- Compliance with stock exchange and legal requirements concerning financial statements
- Any related party transactions i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the Company at large.
- d. Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- e. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- f. Discussion with internal auditors of any significant findings and follow up there on.
- g. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- h. Discussion with external auditors, before the audit commences, the nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
- i. Reviewing the Company's financial and risk management policies.
- j. Other matters as assigned/specified by the Board from time to time.

(b) COMPOSITION, MEETINGS AND ATTENDANCE DURING THE YEAR :

As on 31st March, 2015, The Audit Committee comprises of Three Independent cum Non-Executive Directors. The committee comprises as follows:

Directors	Chairman/ Member	Category
Mr.Vadlamani Venkata Subramanya Ravi	Chairman	I & N.E.D
Mrs. Rallabhandi Lakshmi Sarada	Member	I & N.E.D
Mr. Lakkaraju Shyama Prasad	Member	I & N.E.D

During the year, the Audit Committee was constituted under Section 177 of the Companies Act, 2013 and its meetings and attendance shall be as per the terms of reference.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION :

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2015, the Board consists of six members, three of whom are independent directors. The Board periodically evaluates the need for change in its composition and size.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of section 178 of the Companies Act, 2013, adopted by the Board is recommended by the Nomination and Remuneration Committee. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

NOMINATION AND REMUNERATION COMMITTEE :**(a) TERMS OF REFERENCE :**

The Company had constituted the Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013. The broad terms of reference are to determine and recommend to Board, Compensation payable to Executive Directors, appraisal of the performance of the Managing Directors / Whole-time Directors and to determine and advise the Board for the payment of annual commission/compensation to the Non-Executive Director and to recommend to the Board appointment/ reappointment and removal of Directors. To frame criteria for determining qualifications, positive attributes and Independence of Directors and to create an evaluation framework for Independent Directors and the Board.

(b) COMPOSITION, MEETINGS AND ATTENDANCE DURING THE YEAR :

The Nomination and Remuneration Committee comprises of total three Non-Executive Directors cum Independent Directors and it meets four times in a year.

The committee comprises as follows:

Directors	Chairman/ Member	Category
Mr.Vadlamani Venkata Subramanya Ravi	Chairman	I & N.E.D
Mrs. Rallabhandi Lakshmi Sarada	Member	I & N.E.D
Mr. Lakkaraju Shyama Prasad	Member	I & N.E.D

(c) SELECTION AND EVALUATION OF DIRECTORS :

The Board has based on recommendations of the Nomination and Remuneration Committee, laid down following policies:

1. Policy for Determining Qualifications, Positive Attributes and Independence of a Director
2. Policy for Board & Independent Directors' Evaluation

(d) PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS :

Based on the criteria laid down in the Policy for evaluation of Board and Independent Directors, the Board carried out the annual performance evaluation of Board Committees and the Independent Directors, whereas at a separate meeting, Independent Directors evaluated the performance of Executive Directors, Board as a whole and of the Chairman. Nomination and Remuneration Committee also evaluated individual directors' performance.

- i) As per the said Policy, evaluation criteria for evaluation Board inter alia covers: Composition in light of business complexities and statutory requirements; establishment of vision, mission, objectives and values for the Company; laying down strategic road map for the Company & annual plans; growth attained by the Company; providing leadership and directions to the Company and employees; effectiveness in ensuring statutory compliances and discharging its duties / responsibilities towards all stakeholders; Identification, monitoring & mitigation of significant corporate risks; composition of various committees, laying down terms of reference and reviewing committee's working etc.
- ii) Performance evaluation criteria for Executive Directors inter alia include: level of skill, knowledge and core competence; performance and achievement vis-à-vis budget and operating plans; Effectiveness towards ensuring statutory compliances; discharging duties/responsibilities towards all stakeholders; reviewing/monitoring Executive management performance, adherence to ethical standards of integrity & probity; employment of strategic perception and business acumen in critical matters etc.

- iii) Performance of Independent Directors is evaluated based on: objectivity & constructivity while exercising duties; providing independent judgment on strategy, performance, risk management and Board's deliberations; devotion of sufficient time for informed decision making; exercising duties in bona fide manner; safeguarding interests of all stakeholders, particularly minority shareholders; upholding ethical standards of integrity & probity; updating knowledge of the Company & its external environment etc.,
- iv) Committees of the Board are evaluated for their performance based on: effectiveness in discharging duties and functions conferred; setting up and implementation of various policies, procedures and plans, effective use of Committee's powers as per terms of reference, periodicity of meetings, attendance and participation of committee members; providing strategic guidance to the Board on various matters coming under committee's purview etc.,

(e) REMUNERATION POLICY FOR DIRECTORS :

The Committee has formulated Policy for Remuneration of Directors, KMP & other employees. As per the Policy, remuneration to Non-executive Independent Directors include :

- a. Sitting Fees for attending meetings of the Board as well as Committees of the Board as decided by the Board within the limits prescribed under the Companies Act.
- b. Travelling and other expenses they incur for attending to the Company's affairs, including attending Committee and Board Meetings of the Company.

• **REMUNERATION TO EXECUTIVE DIRECTORS :**

The appointment and remuneration of Executive Directors including Managing Director, Joint Managing Director and Whole Time Director is governed by the recommendation of the Remuneration and Nomination Committee, resolutions passed by the Board of Directors and Shareholders of the Company. The remuneration package of Managing Director, Joint Managing Director and Whole Time Director comprises of salary, perquisites, allowances and other retirement benefits as approved by the shareholders at the General Meetings of the Company.

• **REMUNERATION TO NON-EXECUTIVE DIRECTORS :**

The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non- Executive Directors are paid sitting fees for each meeting of the Board and Committee of Directors attended by them.

REPORT ON CORPORATE GOVERNANCE :

Your Directors are pleased to inform that as per SEBI Amended Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014, compliance with the provisions of Clause 49 of Listing Agreement shall not be mandatory for the Company.

VIGIL MECHANISM:

The Company has set up vigil mechanism to enable the employees and Directors to report genuine concerns and irregularities, if any in the Company, noticed by them. The Whistle Blower Policy/ vigil mechanism has been posted on the Website of the Company (www.mlgroup.com)

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

There were no Loans, Guarantees, Investments and securities given/made/provided by the Company during the Year.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large and thus disclosure in Form AOC-2 is not required and the Details of Transactions with the related parties were mentioned in the Notes forming part of the Accounts.

Significant And Material Orders Passed By The Regulators Or Courts Or Tribunals Impacting The Going Concern Status Of The Company.

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company

AMOUNTS TRANSFERRED TO RESERVES

The Board of the company has decided/proposed not to carry any amount to its reserves.

EQUITY DIVIDEND

During the year under review, the Company has not declared any Interim/final Dividend.

AUDITORS**A. STATUTORY AUDITORS :**

M/s. A. Ramachandra Rao & Co. Chartered Accountants (Firm Registration No. 002857S), were appointed as Statutory Auditors of your Company at the last Annual General Meeting held on 11th August, 2014 for a term of one year and they are eligible for reappointment for two more years as per Section 139 of the Companies, Act 2013. The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

B. SECRETARIAL AUDITORS :

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of M/s. K. Srinivasa Rao & Co, Company Secretaries in Practice, Guntur to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2015. The detailed reports on the Secretarial Standards and Secretarial Audit in Form MR- 3 are appended as an Annexure III to this Report. There were no qualifications, reservations or adverse remarks given by Secretarial Auditors of the Company except non-compliance of section 203 of the Companies Act, 2013 in respect to appointment the Company Secretary as Key Managerial Person, non-dematerialization of equity shares, non-appointment of Registrars and Share Transfer Agents and non-compliance of section 108 of the Companies Act, 2013 in respect to voting through electronic means for AGM 2013-14.

The Board has made utmost effort for appointment of the Company Secretary as KMP but not able to appoint a Company Secretary due to lack of suitability of the Candidate to the profile of the Company in terms of work location, job profile and remuneration.

The Paid-up Share Capital of the Company is Rs. 79,00,000/- (Rupees Seventy Nine Lakhs only) consisting of 7,90,000 (Seven Lakhs Ninety Thousands Only) equity shares of Rs. 10/- (Rupees Ten) each. Total membership of the Company is 310 (Three Hundred and Ten) Only. The Company has not appointed the Registrars and Share Transfer Agents (RTA) due to low capital and membership base. The Company has been maintaining this function through in-house department. Due to non appointment of RTA/ Depositories, the Company has not provided the voting through electronic means for the annual general meeting 2013-14. The Company is going to enter the agreement with the leading Registrar and Transfer Agents i.e. M/s. Bigshare Services Private Limited.

MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF FINANCIAL YEAR AND THE DATE OF THE REPORT

There are no material changes since 31st March 2015 and until the date of this report.

CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

The information required to be given pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2015 is given here below and forms part of the Director's Report (Annexure – II)

PARTICULARS OF EMPLOYEES :

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report in Annexure -IV. The above information is not being sent along with this Report to the Members of the Company as per the provision of Section 136 of the Companies Act, 2013. Members who are interested in obtaining these particulars may write to the Managing Director at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by Members at the Registered Office of the Company, 21 days before the 39th Annual General Meeting and up to the date of the Annual General Meeting during the business hours on working days.

There were no employees in the Company as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

HUMAN RESOURCES :

Your Company firmly believes that employees are the most valuable assets and key players of business success and sustained growth. Various employee benefits, recreational and team building programs are conducted to enhance employee skills, motivation as also to foster team spirit. Company also conducts in-house training programs to develop leadership as well as technical/functional capabilities in order to meet future talent requirements. Industrial relations were cordial throughout the year.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Directors are pleased to inform that the provisions of section 135 of the Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

RISK MANAGEMENT :

During the year, According to the Section 134 (3) (n) of the Act, the company had laid down a policy for management of risk. The risk management framework defines the risk management approach of the Company and also includes the periodical review of such risks. The board periodically discusses the significant business risks identified by the management and the mitigation measures to address such risks.

INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK :

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations.

The Internal Control System of the Company has been designed to provide for:

- ❖ Accurate recording of transactions with internal checks and prompt reporting.
- ❖ Adherence to applicable Accounting Standards and Policies.
- ❖ Compliance with applicable statutes, policies and management policies and procedures.
- ❖ Effective use of resources and safeguarding of assets.

The Company has appointed Mr. P.L. Ranganadh and Ms. Ganga Bhavani, as Internal Auditors of the Company. The Audit Committee in consultation with the Internal Auditors formulates the Scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carryout audit, covering inter alia, monitoring and evaluating the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE :

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made there under, your Company has constituted Internal Complaints Committees (ICC). The Company has designated the external independent member as a Chairperson for each of the Committees which was beyond the requirements of law. No complaints were received in this regard during the year.

FIXED DEPOSITS :

Your Company has not accepted any Fixed Deposits from the Public, except some unsecured Loans brought by Promoter Directors and as such no amount on account of Principal or interest on Public Deposits was outstanding as on the date of Balance Sheet.

REGISTRAR'S AND SHARE TRANSFER AGENTS :

Your Registrar and Share Transfer Agents of the Company M/s Big share Services Private Limited, 306, 3rd Floor, Rigt Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082.

CASH FLOW ANALYSIS :

In conformity with the provisions of Clause 32 of the Listing agreement the Cash Flow Statement for the year ended 31.03.2015 is annexed hereto.

TRANSFER OF UNPAID AND UNCLAIMED AMOUNT TO IEPF :

Pursuant to the provisions of section 124 of the companies Act, 2013, the declared dividends which remained un paid or unclaimed for a period of seven years, have been transferred by the company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to IEPF.

Dividend Year	Date of Declaration of Dividend	Due date for transfer to IEPF
2007-08	30-07-2008	01-09-2015
2008-09	30-07-2009	31-08-2016
2009-10	14-07-2010	15-08-2017
2010-11	06-08-2011	07-09-2018
2012-13	05-08-2013	06-09-2020
2013-14	11-08-2014	12-09-2021

ACKNOWLEDGMENT :

The Directors express their sincere appreciation to the valued shareholders, bankers and clients for their support.

By Order of the Board of Directors

Place : CHILAKALURIPET
Date : May 30, 2015.

Sd/-
(Maddi Lakshmaiah)
Chairman
(DIN:00013387)

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L15143TG1975PLC001967
ii	Registration Date	12/12/1975
iii	Name of the Company	Coromandel agro products and oils limited
iv	Category/Sub-category of the Company	Company Limited By Shares/ Indian Non-Government Company
v	Address of the Registered office & contact details	12-B, SKYLARK APARTMENTS, BASHEERBAGH, HYDERABAD, Telangana, India-500029. Email: capol@mlgroup.com
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PRIVATE LIMITED 306,3rd Floor, Right Wing, Amrutha Ville, Opp.Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500082. (CINU99999MH1994PTC076534)

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Cotton Seed D.O.C	111	43
2	Cotton Seed Washed Oil	111	28
3	Cotton Seed Hulls	111	12

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	M/s. Maddi Lakshmaiah & Co., Ltd. Maddi Lakshmaiah's bungalow, Chirala Raod, CHILAKALURIPETA- 522616. Guntur Dist. A.P.	U52110AP1970PLC001370	Associate	19.46	
2	M/s. M.L. Agro Products Ltd., 12-B, Skylark Apartment, Basheerbagh, HYDERABAD- 500029.	U01119TG1976PTC002048	Associate	12.66	
3	M/S. K.S.S.P. & Co. (India) Ltd., Door No.3 (Old No.2), Rajbhather Street, T.Nagar, CHENNAI - 600017.	U15540TN1972PTC006103	Associate	15.30	

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	-	1,59,173	1,59,173	20.15	-	1,59,173	1,59,173	20.15	-	-
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	3,74,663	3,74,663	47.43	-	3,74,663	3,74,663	47.43	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)		5,33,836	5,33,836	67.58	-	5,33,836	5,33,836	67.58	-	-
					-					
(2) Foreign	-	-	-	-	-	-	-	-	-	-
a) NRI- Individuals	-	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)					-					
					-					
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)		5,33,836	5,33,836	67.57	-	5,33,836	5,33,836	67.57		
B. PUBLIC SHAREHOLDING					-					
					-					
(1) Institutions					-					
a) Mutual Funds	-				-					
b) Banks/FI	-	1,62,374	1,62,374	20.55	-	1,62,374	1,62,374	20.55		
c) Central govt	-	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-				-					
SUB TOTAL (B)(1):		1,62,374	1,62,374	20.55	-	1,62,374	1,62,374	20.55	-	-

(2) Non Institutions					-				-	-
a) Bodies corporates	-	2,050	2,050	0.26	-	2,050	2,050	0.26		
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	91,740	91,740	11.61	-	91,740	91,740	11.61		
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	-	-	-	-	-	-	-	-	-
c) Others (specify)	-				-					
SUB TOTAL (B)(2):		93,790	93,790	11.87	-	93,790	93,790	11.87		
Total Public Shareholding (B)= (B)(1)+(B)(2)		2,56,164	2,56,164	32.43	-	2,56,164	2,56,164	32.43		
Custodian for GDRs & ADRs		-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)		7,90,000	7,90,000	100	-	7,90,000	7,90,000	100		

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mr.Maddi Lakshmaiah	23685	3.00	-	23685	3.00	-	0
2	Mr.M.Venkateswara Rao	23410	2.96	-	23410	2.96	-	0
3	Smt. M.Seetha Devi	18885	2.39	-	18885	2.39	-	0
4	Mr.M.Ramesh	23165	2.93	-	23165	2.93	-	0
5	Smt. M.Soumya	13385	1.69	-	13385	1.69	-	0
6	Kum.M.Sanhita	11335	1.43	-	11335	1.43	-	0
7	Smt. M.Radhika	15104	1.91	-	15104	1.91	-	0
8	Kum.M.Sanjana	15104	1.91	-	15104	1.91	-	0
9	Smt.M.Lalitha	15100	1.91	-	15100	1.91	-	0
10	M/s.Maddi Lakshmaiah & Co., Ltd.	153763	19.46		153763	19.46		0
11	M/s. K.S.Subbaiah Pillai & Co (India) Ltd.,	120900	15.30		120900	15.30		0
12	M/s.ML Agro Products Ltd.,	100000	12.66		100000	12.66		0
	Total	533836	67.57	-	533836	67.57	-	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	533836	67.57	533836	67.57
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	-	-	-	-
	At the end of the year	533836	67.57	533836	67.57

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Industrial Development Bank of India				
	At the beginning of the year	99125	12.55	99125	12.55
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	99125	12.55	99125	12.55
2	ICICI Bank Limited				
	At the beginning of the year	49563	6.27	49563	6.27
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	49563	6.27	49563	6.27
3	Canara Bank, Bangalore				
	At the beginning of the year	13686	1.73	13686	1.73
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	13686	1.73	13686	1.73
4	R. Gopala Krishna Murthy				
	At the beginning of the year	9500	1.20	9500	1.20
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	9500	1.20	9500	1.20
5	P.M.Mohan Rao				
	At the beginning of the year	7510	0.95	7510	0.95
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	7510	0.95	7510	0.95

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No.of shares	% of total shares of the company
6	T. Mastan Reddy				
	At the beginning of the year	7000	0.89	7510	0.89
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	7000	0.89	7000	0.89
7	Smt.P.Sucharitha Mohan Rao				
	At the beginning of the year	5010	0.63	5010	0.63
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	5010	0.63	5010	0.63
8	A.V.Badve				
	At the beginning of the year	5010	0.63	5010	0.63
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	5010	0.63	5010	0.63
9	Mrs. Surekha Anand Badve				
	At the beginning of the year	5010	0.63	5010	0.63
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	5010	0.63	5010	0.63
10	K. Satyanarayana				
	At the beginning of the year	2650	0.34	2650	0.34
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	2650	0.34	2650	0.34

(v) Shareholding of Directors & KMP

Sl. No	Shareholding of Each Director & Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No.of shares	% of total shares of the company
1	M.LAKSHMAIAH				
	At the beginning of the year	23685	3.00	23685	3.00
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	23685	3.00	23685	3.00
2	M.VENKATESWARA RAO				
	At the beginning of the year	23410	2.96	23410	2.96
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	23410	2.96	23410	2.96
3	M.RAMESH				
	At the beginning of the year	23165	2.93	23165	2.93
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	23165	2.93	23165	2.93
4	K.SATYANARAYANA				
	At the beginning of the year	2650	0.34	2650	0.34
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	2650	0.34	2650	0.34

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	270553530	0	0	270553530
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	270553530	0	0	270553530
Change in Indebtedness during the financial year				
Additions	0	68000000	0	68000000
Reduction	29134417	56000000	0	85134417
Net Change	-29134417	12000000	0	-17134417
Indebtedness at the end of the financial year				
i) Principal Amount	241419113	12000000	0	253419113
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	1948734	0	1948734
Total (i+ii+iii)	241419113	13948734	0	255367847

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole time director and/or Manager:**

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount	
		M.VENKATESWARA RAO Managing Director	M.RAMESH Executive Director		
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	1,50,780	18,27,720		
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock option				
3	Sweat Equity				
4	Commission	0	0		
	as % of profit				
	others (specify)				
5	Others, please specify				
	Total (A)	1,50,780	18,27,720		
	Ceiling as per the Act				

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors				Total Amount	
		M.Lakshmaiah	V.V.S.Ravi				
1	Independent Directors						
	(a) Fee for attending board committee meetings	1800	1500				
	(b) Commission						
	(c) Others, please specify						
	Total (1)						
2	Other Non Executive Directors						
	(a) Fee for attending board committee meetings						
	(b) Commission						
	(c) Others, please specify.						
	Total (2)						
	Total (B)=(1+2)						
	Total Managerial Remuneration						
	Overall Cieling as per the Act.						

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount	
		CEO	Company Secretary	CFO	Total		
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	-	-	-	-	-	-
	as % of profit	-	-	-	-	-	-
	others, specify	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	Total						

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY NOT APPLICABLE					
Penalty					
Punishment					
Compounding					
B. DIRECTORS NOT APPLICABLE					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT NOT APPLICABLE					
Penalty					
Punishment					
Compounding					

ANNEXURE-II TO THE DIRECTOR'S REPORT

A. CONSERVATION OF ENERGY:

1. Energy Conservation Measures taken during the year:

In line with the company's commitment towards conservation of energy, all units continue with their endeavor to make more efficient use of energy through improved operational and maintenance practices. The measures taken in this direction at the units are as under:

- a) Conservation of energy continues to be accorded high priority.
- b) Our R&D team continuously reviews ongoing processes.
- c) All manufacturing plants continue their efforts in conserving energy in various forms like energy conservation projects, use of alternate sources & resources, continuous monitoring etc. Continuous monitoring of energy consumption throughout all plants and curtailing wastages.
- d) Saving in diesel consumption for steam generation boiler operation.
- e) Eliminated steam leakages in steam generation boiler operation.
- f) Employees have been trained in energy conservation measures;

2. Impact of Energy Conservation Measures:

The Energy Conservation Measures which were undertaken in the Company have resulted in reduction in power consumption, fuel consumption and improves the overall production performance.

3. Total energy consumption and energy consumption per unit of production:

Form A

(Form for disclosure of particulars with respect to conservation of energy)

A POWER AND FUEL CONSUMPTION

Sl.No.	Particulars	2014-15	2013-14
1	Electricity:		
	a) Purchased Units	6826940	6528320
	Total Amount	₹ 47590415	₹ 49630188
	Rate/Unit	₹ 6.97	₹ 7.60
	b) Own Generation		
	I) Through Diesel Generators:		
	Units	3585	5550
	Units per Ltr. Of diesel Oil	0.81	1.65
	Cost/Unit	₹ 28.27	₹ 18.51
	II) Through Steam Turbine/Generators		
2	Coal: (Specify quality & whrer used) Round Coal "C" Grade used in Boiler Quantity (Tonnes)	116.000	180.000
	Total Cost	₹ 548076	₹ 953738
	Average Cost	₹ 4724.79	₹ 5299
3	Furnace Oil		
4	Others/Internal Generation:		
	Rice Husk (Tonnes)	3708.000	3602.529
	Total Cost	₹ 8799297	₹ 10595554
	Average Cost	₹ 2373.06	₹ 2941

B CONSUMPTION PER UNITS OF PRODUCTION:

Sl.No.	Particulars		2014-15		2013-14
1	ELECTRICITY:				
	Cotton Seed	Units	96.97	Units	101.58
2	COAL:				
	Cotton Seed	Kgs	1.65	Kgs	2.80
3	Furnace Oil		-		-
4	Hydel/Other internal Generation				
	RICE HUSK				
	Cotton Seed	Kgs	52.64	Kgs	56.01

4. Steps taken by the company for utilising alternate sources of energy: None

5. Capital investment on energy conservation equipment: None

B. TECHNOLOGY ABSORPTION, ADAPTAION AND INNOVATION:

Efforts, in brief made towards technology absorption, adaptation and innovation Continuous efforts are being made towards technology absorption, adaptation and innovation. Quality being the thrust area, the company has taken effective steps to continue to improve quality to compete with international quality standards.LED lights are installed in place of regular tube lights in plant to reduce energy consumption. Installation of Energy Monitoring System for greater accuracy of energy consumption

1. Benefits derived as a result of the above efforts:

Improved capability and productivity to meet the customer requirements.

2. Efforts in brief, made towards Technology absorption, adaptation and innovation:

The Company is continuously taking steps to improve the product and process technology in an effort to provide superior quality and cost effective products to consumers

3. Imported Technology:

--- Nil ----

C. FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:

Your Directors wish to inform that the Company has exported **3,985.480** M.T. of Cotton Linters worth ₹ **805.84** lakhs during the year under review as against 3,814.234 M.T. worth ₹ 845.26 lakhs in the previous year. The company also exported **1,020.240** M.T. of Cottonseed Hulls worth ₹ **103.58** lakhs during the year under review as against 1,063.233 m.t. worth ₹ 102.09 lakhs in the previous year.

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
M/s. Coromandel Agro Products and Oils Limited,
Hyderabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Coromandel Agro Products and Oils Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);

(vi). The Company has identified the following laws as specifically applicable to the Company:

1. Food Safety and Standards Act, 2006 and the rules made thereunder;
2. Vegetable Oil Products Production and Availability (Regulation) Order 2011

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period).
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges in India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. *The Company has not appointed a Company Secretary as Key Managerial Person (KMP). This is a non-compliance of section 203 of the Companies Act, 2013 and clause 47 (a) of the Listing Agreement.*
2. *All the shares of the Company in physical mode only. The Company has not converted its shares into dematerialized form.*
3. *The Company has not appointed the Registrars and Share Transfer Agents for the audit period.*
4. *In respect to voting through electronic means, Company did not provided electronic voting facility to the members for the Annual General Meeting which was held on 11th August, 2014. This is a non-compliance of section 108 of the Companies Act, 2013.*

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events/ actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

For K. Srinivasa Rao & Co.,
Company Secretaries.,

Sd/-

K. Srinivasa Rao, Partner
FCS. No. 5599/ C. P. No: 5178

Place : Guntur
Date : 30th May, 2015

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

‘ANNEXURE A’

To,
The Members
M/s. Coromandel Agro Products and Oils Limited
Hyderabad

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For K. Srinivasa Rao & Co.,
Company Secretaries.,

Place : Guntur
Date : 30th May, 2015

Sd/-
K. Srinivasa Rao, Partner
FCS. No. 5599/ C. P. No: 5178

Annexure - IV TO THE DIRECTORS' REPORT

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of the Director/KMP and Designation	Remuneration of Director During the F.Y 2014-15 (Amount In Rs)	Ratio of remuneration of each Director/to median remuneration of employees	Remuneration of Directors During the F.Y 2013-14 (Amount In Rs)	% Increase/(Decrease) in Remuneration in the Financial Year 2014-15	Comparison of the Remuneration of the KMP against the Company
1	Maddi Ramesh Managing Director	18,27,720	18.014	1,200	152210.00	See point No. vi below
2	Maddi Venkateswara Rao Director	1,50,780	1.486	19,71,360	(92.35)	See point No. vi below
3	Maddi Lakshmaiah Chairman	1,800	0.018	1,200	50.00	
4	V.V.S. Ravi Director	1,500	0.015	1,200	25.00	

35

- i) The Median Remuneration of Employees of the Company during the Financial Year was Rs. 1,01,460.
- ii) There were 208 permanent employees on the rolls of the Company as on 31st March, 2015.
- iii) There were no employees in the Company as per Rule 5(2) of Chapter XIII, the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- iv) In the Financial Year 2014-15, There was a increase of 15.55% in the median Remuneration of employees.
- v) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- vi) Maddi Ramesh, E.D. has been paid salary w.e.f 01-05-2014 and Maddi Venkateswara Rao, M.D. was paid salary upto 30-04-2014 only.
- vii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- viii) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

INDEPENDENT AUDITORS' REPORT

To
The Members of
Coromandel Agro Products and Oils Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s Coromandel Agro Products and Oils Limited** which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the year ended on that date annexed thereto and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
 - b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

Report on other Legal and Regulatory Requirements

2. As required by section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and
 - iii. The amounts which were required to be transferred to the Investor Education and Protection Fund by the Company have been so transferred;

For M/s A.RAMACHANDRA RAO & Co.
Chartered Accountants
ICAI FRN:002857S

Sd/-
(A.Ramachandra Rao)
Partner
Membership No. :009750

Place : Hyderabad
Date : 30th May 2015

ANNEXURE TO THE AUDITORS' REPORT
(Ref. Coromandel Agro Products and Oils Limited)
(Of even date referred to in Para 1 of our Report)

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) All the Fixed Assets have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets and, to the best of our knowledge, no material discrepancies were noticed on such verification;
- (ii) a) As explained given to us, physical verification of inventories has been conducted by the Management at reasonable intervals.
b) In our opinion, the procedures of physical verification of stocks followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c) The Company has maintained proper records of inventories. As explained to us, no material discrepancies were noticed on physical verification of inventory.
- (iii) Based on the information and explanations provided to us, the company has not granted any loans, whether secured or unsecured, to the companies, firms or other parties covered in the Register maintained u/s Sec. 189 of the Companies Act, 2013 during the year. Hence sub clauses (a) and (b) of clause 3(iii) of the order are not applicable to the company for the year.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and also for the sale of goods and services to the extent applicable. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) Based on the information provided to us, the Company has not accepted any deposits during the year and hence, in our opinion, the Clause 3(v) is not applicable to the company for the year
- (vi) Based on the explanations given to us, the Company has made and maintained cost records and accounts as specified by the Central Government under Section 148 of the Companies Act, 2013.
- (vii) (a) According to the records of the company, the company is regular in depositing the undisputed statutory dues including employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess with the appropriate authorities;
(b) According to the information and explanations given to us, there are no dues of VAT, income tax, customs duty, excise duty, wealth tax, service tax, cess to be deposited on account of any dispute

Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

- (c) According to the information provided and explanations offered to us, the company is regular in transferring amounts to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by our Audit or in the immediately preceding financial year.
- (ix) Based on the information provided and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to Banks.
- (x) Based on the information provided and explanations offered to us, the Company has not given guarantee for loans taken by others from Banks or Financial Institutions the terms and conditions whereof are prejudicial to the interest of the company.
- (xi) According to the information and explanations given to us, the term loans were applied for the purposes for which the loans were obtained.
- (xii) In our opinion and according to the information provided and explanations offered to us, no fraud on or by the Company has been noticed or reported during the year.

For M/s A.RAMACHANDRA RAO & Co.
Chartered Accountants
ICAI FRN:002857S

Sd/-
(A.Ramachandra Rao)
Partner
Membership No. :009750

Place : Hyderabad
Date : 30th May 2015

BALANCE SHEET AS AT 31 MARCH 2015

Particulars	Notes	As at 31 March 2015 ₹	As at 31 March 2014 ₹
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	1	79,00,000	79,00,000
(b) Reserves and surplus	2	15,40,92,891	15,46,78,549
		<u>16,19,92,891</u>	<u>16,25,78,549</u>
(2) Non-current liabilities			
(a) Long Term Borrowings	3	3,79,50,734	5,06,44,917
(b) Deferred Tax Liabilities (Net)		2,41,67,453	2,54,14,832
(c) Other Long term liabilities	4	1,39,48,734	-
(d) Long-term provisions	5	1,15,606	1,34,738
		<u>7,61,82,527</u>	<u>7,61,94,487</u>
(3) Current liabilities			
(a) Short-term borrowings	6	20,34,68,379	21,99,08,612
(b) Trade payables	7	2,72,14,090	2,61,51,723
(c) Other current liabilities	8	4,33,73,219	3,86,89,654
		<u>27,40,55,688</u>	<u>28,47,49,989</u>
TOTAL		<u><u>51,22,31,106</u></u>	<u><u>52,35,23,025</u></u>
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible Assets (Net)	9	13,20,00,832	13,13,87,835
(b) Non-current investments	10	850	850
(c) Long-term loans and advances	11	84,93,593	93,56,371
		<u>14,04,95,276</u>	<u>14,07,45,056</u>
(2) Current assets			
(a) Inventories	12	21,41,65,274	23,30,03,647
(b) Trade receivables	13	8,67,50,751	10,58,29,937
(c) Cash and cash equivalents	14	53,71,049	26,91,004
(d) Short-term loans and advances	15	6,54,48,756	4,12,53,381
		<u>37,17,35,830</u>	<u>38,27,77,969</u>
TOTAL		<u><u>51,22,31,106</u></u>	<u><u>52,35,23,025</u></u>
Accounting Policies	23		
Notes on Accounts	24		

The accompanying notes are an integral part of financial statements.

For and on behalf of the Board

As per our report attached
for A. RAMACHANDRA RAO & CO.,
Chartered Accountants
F R N : 002857S

Sd/-
(A. RAMACHANDRA RAO)
Partner
M No : 9750

Place : CHILAKALURIPET
Date : May 30, 2015

Sd/-
(MADDI LAKSHMAIAH)
Chairman

Sd/-
(MADDI RAMEH)
Managing Director

Sd/-
(MADDI VENKATESWARA RAO)
Director

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

	Notes	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
Income			
I	Revenue from operations (Net of Excise duty)	1,31,34,78,932	1,25,82,79,733
II	Other Income	74,93,877	29,20,041
III	Total Revenue (I+II)	<u>1,32,09,72,809</u>	<u>1,26,11,99,774</u>
IV Expenses			
	Cost of materials consumed	17 1,11,74,41,775	1,04,59,05,180
	Changes in inventories of finished goods	18 65,74,581	(27,58,990)
	Employee benefit expenses	19 1,90,46,905	1,76,47,487
	Finance costs	20 2,37,01,682	1,65,50,246
	Depreciation and amortization expense	21 93,28,319	78,40,502
	Other expenses	22 14,46,83,975	16,14,31,217
	Total Expenses	<u>1,32,07,77,237</u>	<u>1,24,66,15,643</u>
V	Profit before exceptional and extraordinary items and tax (III-IV)	1,95,572	1,45,84,132
VI	Exceptional items	-	-
VII	Profit before extraordinary items and tax (V-VI)	<u>1,95,572</u>	<u>1,45,84,132</u>
VIII	Extraordinary Items	-	-
IX	Profit before tax (VII-VIII)	<u>1,95,572</u>	<u>1,45,84,132</u>
X	Tax Expense		
	Current tax	-	(57,00,000)
	Deferred Tax Expense	12,47,379	9,59,629
XI	Profit/(Loss) for the period from continuing operations (IX-X)	<u>14,42,951</u>	<u>98,43,761</u>
	Profit/(Loss) Brought forward from previous years	<u>8,46,53,968</u>	<u>7,59,65,533</u>
	Profit/(Loss) Carry forward to Balance sheet	<u>8,60,96,919</u>	<u>8,46,53,968</u>
XII Earnings per share			
	Basic	1.83	12.46
	Diluted	1.83	12.46

(Refer to Note 24-4c)

Significant Accounting policies**Notes on accounts**

The accompanying notes are an integral part of financial statements.

As per our report attached
for A. RAMACHANDRA RAO & CO.,
Chartered Accountants
F R N : 002857S

Sd/-

(A. RAMACHANDRA RAO)**Partner****M No : 9750****Place : CHILAKALURIPET****Date : May 30, 2015**

For and on behalf of the Board

Sd/-

(MADDI LAKSHMAIAH)

Chairman

Sd/-

(MADDI RAMESH)**Managing Director**

Sd/-

(MADDI VENKATESWARA RAO)**Director**

CASH FLOW STATEMENT

Particulars	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
Cash flow from operating activities		
Net profit/(loss) before taxation	1,95,572	1,45,84,132
Adjustments for:		
Depreciation	93,28,319	78,40,502
Interest Expenses	2,37,01,682	1,65,50,246
Adjustments of I.T. & F.B.T. Earlier Years		
Loss/(Profit) on sale of Fixed Assets	(41,607)	-
Operating profit before working capital changes	<u>3,31,83,966</u>	3,89,74,880
(Increase)/Decrease in Trade Receivables	1,90,79,187	1,22,70,316
(Increase)/Decrease in Inventories	1,88,38,373	(1,08,64,500)
(Increase)/Decrease in Other Current Assets	(2,41,95,375)	(35,72,854)
Increase/(Decrease) in Trade Payables	10,62,367	(1,02,79,954)
Increase/(Decrease) in Short Term Borrowings	(1,64,40,234)	98,67,239
Increase/(Decrease) in Other Current Liabilities	<u>46,83,565</u>	<u>12,23,307</u>
Cash from operations	3,62,11,849	3,76,18,434
Less: Income tax paid	-	(57,00,000)
Net cash from / (used in) operating activities	<u>3,62,11,849</u>	<u>3,19,18,434</u>
Cash flows from investing activities		
Purchase of Fixed Assets	(1,19,73,319)	(7,14,082)
Sale of Fixed Assets	45,000	4,90,965
Increase in Deposits	8,62,778	(19,40,310)
Net cash from investing activities	<u>(1,10,65,541)</u>	<u>(21,63,427)</u>
Cash flows from financing activities		
Interest paid	(2,37,01,682)	(1,65,50,246)
Dividend Paid	-	(11,55,326)
Proceeds from long term borrowings	12,54,551	(3,54,57,449)
Proceeds from long term provisions	(19,132)	(1,97,925)
Net cash from financing activities	<u>(2,24,66,263)</u>	<u>(5,33,60,946)</u>
Net increase/(decrease) in cash & cash equivalents	<u><u>26,80,045</u></u>	<u><u>(2,36,05,940)</u></u>
Cash & cash equivalents at the beginning of the year	<u>26,91,004</u>	2,62,96,944
Cash & cash equivalents at the end of the year	53,71,049	26,91,004

For and on behalf of the Board

As per our report attached
for A. RAMACHANDRA RAO & CO.,
Chartered Accountants
F R N : 002857S

Sd/-
(A. RAMACHANDRA RAO)
Partner
M No : 9750

Place : CHILAKALURIPET
Date : May 30, 2015

Sd/-
(MADDI LAKSHMAIAH)
Chairman

Sd/-
(MADDI RAMESH)
Managing Director

Sd/-
(MADDI VENKATESWARA RAO)
Director

Notes on Financial Statements for the year ended 31 March 2015

	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Note 1 : Share Capital		
Authorised		
14,00,000 (previous year: 14,00,000) Equity Shares of ₹ 10/- each	1,40,00,000	1,40,00,000
10,00,000 (previous year: 10,00,000) Preference Shares of ₹ 100/- each	10,00,000	10,00,000
TOTAL	1,50,00,000	1,50,00,000
Issued		
8,90,000 (previous year: 8,90,000) Equity Shares of ₹ 10/- each	89,00,000	89,00,000
TOTAL	89,00,000	89,00,000
Subscribed and Paid-up		
7,90,000 (previous year: 7,90,000) Equity Shares of ₹ 10/- each fully paid-up in cash	79,00,000	79,00,000
TOTAL	79,00,000	79,00,000
Reconciliation of the shares outstanding at the beginning and at the end of reporting period :		
No. of Equity Shares at the beginning of the period	7,90,000	7,90,000
Issued Equity Shares during the period	-	-
Outstanding at the end of the period	7,90,000	7,90,000

Details of shareholders holding more than 5% shares in the company

	As at 31 March 2015		As at 31 March 2014	
	No. of shares	% of holding	No. of shares	% of holding
M/s. Maddi Lakshmaiah & Co., Ltd.	1,53,763	19.46	1,53,763	19.46
M/s. K.S.Subbaiah Pillai & Co., (India) Ltd.	1,20,900	15.30	1,20,900	15.30
M/s. M.L. Agro Products Ltd.	1,00,000	12.66	1,00,000	12.66
Industrial Development Bank of India	99,125	12.55	99,125	12.55
ICICI Bank Ltd.	49,563	6.27	49,563	6.27

	As at 31 March 2015 ₹		As at 31 March 2014 ₹	
	₹	₹	₹	₹
Note 2 : Reserves and Surplus				
Capital Reserve				
Balance at the beginning of the year	1,64,375		1,64,375	
Central Investment Subsidy	49,98,000	51,62,375	49,98,000	51,62,375
Capital Redemption Reserve		6,00,000		6,00,000
Revaluation Reserve				
Balance at the beginning of the year	1,09,24,938		1,26,92,734	
Add : Increase due to sale of Machinery	-		2,60,812	
Less : Transferred to Profit and Loss A/c.	20,28,608	88,96,330	20,28,608	1,09,24,938
General Reserve				
Balance at the beginning of the year	5,33,37,268		5,33,37,268	
Less : Transferred to Profit and Loss A/c.	-		-	
Add: Transferred from profit and loss account	-	5,33,37,268	-	5,33,37,268
Profit and loss account				
Balance at the beginning of the year	8,46,53,968		7,59,65,533	
Profit/ loss for the period	14,42,951		98,43,761	
Profit available for Appropriations	-		-	
Less: Proposed dividend on equity shares	-		9,87,500	
Tax on proposed dividend	-		1,67,826	86,88,435
Balance carried forward	8,60,96,919		8,46,53,968	
TOTAL	15,40,92,891		7,87,13,016	

	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Note 3 : Long Term Borrowings		
Term Loan From Bank (Secured)	3,79,50,734	5,06,44,917
Term Loan from Axis Bank is secured by exclusive first charge by way of Hypothecation of a) 0.60 MW S52 model WTG of Suzlon make, b) 0.85 MW G58 model WTG of Gamesa make, and c) equitable mortgage of land located at Pushpathur village related to windmill project. This loan is also secured as collateral security by way of a) hypothecation on receivables generated out of the windmills and b) an equitable mortgage of a commercial land belonging to third party. It is further secured by personal guarantees of Sri M. Venkateswara Rao, Managing Director, Sri M. Lakshmaiah, Promoter Director and Sri M.Ramesh, Director in their individual capacities. The Term Loan will be repayable in 87 monthly installments starting from 31 December 2011.		
TOTAL	3,79,50,734	5,06,44,917
Note 4 : Other Long Term Liabilities		
Unsecured Loans		
a) From Directors	1,39,48,734	
TOTAL	1,39,48,734	-
Note 5 : Long Term Provisions		
Provision for Gratuity	-	1,76,205
Provision for Leave Encashment	1,15,606	1,56,458
TOTAL	1,15,606	3,32,663
Note 6 : Short Term Borrowings		
Loans repayable on demand (Secured)		
From Canara Bank	20,34,68,379	21,99,08,612
Loans from banks are advanced by Canara Bank, secured by Hypothecation of Raw Materials, Consumable Stores, Finished Goods, Book Debts and are also secured by a first charge on the fixed assets except land and other assets of the Company related to windmill project. It is further secured by personal guarantees of Sri M. Venkateswara Rao, Managing Director, Sri M. Lakshmaiah, Promoter Director and Sri M.Ramesh, Director in their individual capacities.		
TOTAL	20,34,68,379	21,99,08,612
Note 7 : Trade Payables		
For Materials	2,72,14,090	2,61,51,723
TOTAL	2,72,14,090	2,61,51,723
Note 8 : Other Current Liabilities		
a) Current maturity of long term debts	1,31,40,000	1,31,40,000
b) Interest Accrued and Due on borrowings	-	-
c) Unclaimed Dividend	5,68,314	4,11,928
d) Advance payments received against sales	1,08,27,739	35,19,593
e) Proposed Dividend (including Tax on Dividend)	-	11,55,326
f) Other Payables	1,88,37,166	2,04,62,806
TOTAL	4,33,73,219	3,86,89,654

NOTE 9 : FIXED ASSETS

Sl. No.	Description of Assets	GROSS BLOCK AT COST			DEPRECIATION WRITTEN OFF				NET BLOCK		
		As at	Additions	Cost of	As at	Upto	Depre-	For the year	Upto	As at	As at
		01-04-2014	during the	Sales/Adjustments	31-03-2015	31-03-2014	ciation		31-03-2015	31-03-2015	31-03-2014
	Year	during the year			on Assets	Sold					
		to 31-3-15	to 31-03-15								
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
TANGIBLE ASSETS											
1	Land & Site Development #	43,98,531	-	-	43,98,531	4,75,258	-	47,082	5,22,340	38,76,191	39,23,274
2	Buildings	3,52,81,646	-	-	3,52,81,646	1,45,09,878	-	11,29,930	1,56,39,808	1,96,41,838	2,07,71,768
3	Machinery	11,81,72,015	1,16,97,939	-	12,98,69,954	8,40,15,714	-	59,20,281	8,99,35,995	3,99,33,959	3,41,56,301
4	Wind Turbine Generators	8,29,36,216	-	-	8,29,36,216	1,18,56,717	-	35,82,845	1,54,39,562	6,74,96,654	7,10,79,499
45	5 Electrical Equipment	1,01,409	-	-	1,01,409	1,00,909	-	-	1,00,909	500	500
6	Furniture & Equipment	35,77,759	2,75,380	-	38,53,139	31,02,542	-	5,25,455	36,27,997	2,25,142	4,75,217
7	Laboratory Equipment	76,003	-	-	76,003	75,803	-	-	75,803	200	200
8	Vehicles	27,31,546	-	13,57,156	13,74,390	17,50,470	13,53,763	1,51,334	5,48,041	8,26,349	9,81,076
9	Library	6,265	-	-	6,265	6,265	-	-	6,265	-	-
	TOTAL :	24,72,81,390	1,19,73,319	13,57,156	25,78,97,553	11,58,93,556	13,53,763	1,13,56,927	12,58,96,720	13,20,00,833	13,13,87,835
	Previous Year	24,96,20,008	7,14,082	30,52,700	24,72,81,391	10,88,46,993	28,22,547	98,69,110	11,58,93,556	13,13,87,835	14,07,73,015

The Company has acquired 23 acres 68 cents of land at Jandrapet, Chirala Mandal, Prakasam District, Andhra Pradesh for the factory from Government of Andhra Pradesh on lease for a period of 99 years commencing from 12-12-1975.

	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Note 10 : Non-Current Investments		
a) Post office savings certificate (Deposited with District Supply Office)	850	850
TOTAL	850	850
Note 11 : Long-term Loans & Advances		
a) Deposits	84,93,593	93,56,371
TOTAL	84,93,593	93,56,371
Note 12 : Inventories (Valued and Certified by Management)		
a) Raw Materials (at Cost)	5,17,63,754	6,24,25,248
b) Finished Goods (at Cost or realisable value which ever is less)	12,76,89,668	13,42,64,249
c) Stores and Spares Consumables (at Cost)	3,42,18,865	3,58,64,727
d) Loose Tools (at Cost)	4,92,988	4,49,423
TOTAL	21,41,65,274	23,30,03,647
Note 13 : Trade Receivables		
Outstanding for over six months from due date	7,27,762	91,91,724
Other Debtors	8,60,22,989	9,66,38,213
TOTAL	8,67,50,751	10,58,29,937
Note 14 : Cash and Cash Equivalents		
a) Cash on Hand	9,95,786	5,16,167
b) Balance with Banks	37,88,349	17,63,216
c) Unpaid Dividend Accounts	5,86,914	4,11,620
TOTAL	53,71,049	26,91,004
Note 15 : Short-Term Loans and Advances (Unsecured and Considered good) (Advances recoverable in cash or kind for value to be received)		
a) Advance for Materials	1,79,759	16,41,270
b) Advance for Expenses	18,12,312	17,39,832
c) Advances for Others	6,22,35,535	3,22,75,368
d) Others	8,44,970	9,35,552
e) Advance Tax (Net)	3,76,180	46,61,359
TOTAL	6,54,48,756	4,12,53,381

	For the year ended 31 March 2015		For the year ended 31 March 2014	
	₹	₹	₹	₹
Note 16 : Other Income				
a) Interest on Deposits		7,33,053		6,68,301
b) Insurance Claims		4,35,181		4,83,729
c) Miscellaneous Receipts		2,93,660		2,66,721
d) Contract Settlement		-		-
e) Export Incentive		9,93,516		9,12,218
f) Sale of VKGUV Licenses		48,68,898		-
g) Miscellaneous Sales		1,69,570		5,89,072
h) Sale of Duty Credit entitlement		-		-
TOTAL		74,93,877		29,20,041
Note 17 : Cost of Materials Consumed				
a) Consumption of Raw Material		1,07,38,94,237		1,00,46,64,218
b) Consumption of Stores & Spares		44,59,096		29,86,350
c) Consumption of Packing Material		1,82,24,865		1,56,51,788
d) Consumption of Process Chemicals		2,08,63,578		2,26,02,825
TOTAL		1,11,74,41,775		1,04,59,05,180
Note 18 : Changes in Inventories				
a) Finished Goods				
Opening Stock	13,42,64,249		13,15,05,259	
Closing Stock	12,76,89,668	65,74,581	13,42,64,249	(27,58,990)
TOTAL		65,74,581		(27,58,990)
Note 19 : Employee Benefit Expenses				
a) Salaries, Wages & Bonus (including overtime, exgratia and gratuity)		1,38,79,890		1,38,93,424
b) Provident Fund Contribution		14,76,010		13,27,870
c) Workmen and Staff Welfare Expenses		36,91,005		24,26,193
TOTAL		1,90,46,905		1,76,47,487
Note 20 : Finance Costs				
a) Interest on Working Capital				
i) Interest on secured loans	1,44,82,442		98,38,023	
ii) Interest on unsecured loans	21,65,260	1,66,47,702	22,48,934	1,20,86,957
b) Interest on Term Loan		70,53,980		44,63,289
TOTAL		2,37,01,682		1,65,50,246

	₹	For the year ended 31 March 2015 ₹	₹	For the year ended 31 March 2014 ₹
Note 21 : Depreciation and Amortisation Expense				
Depreciation and Amortization Expenses for the Year		1,13,56,927		98,69,110
Less : Transferred from Asset Revaluation Reserve		20,28,608		20,28,608
TOTAL		93,28,319		78,40,502
Note 22 : Other Expenses :				
Manufacturing Expenses				
Power & Diesel Consumed	4,76,91,763		4,97,87,821	
Rice Husk & Coal Consumed	93,25,603		1,15,49,291	
Material Handling Charges	19,64,037	5,89,81,403	17,58,820	6,30,95,933
Repairs & Maintenance				
Machinery	1,66,21,665		2,35,84,053	
Building	83,912	1,67,05,577	2,53,089	2,38,37,142
Administrative Expenses				
Rent	24,208		72,042	
Insurance	13,68,511		12,33,140	
Travelling	4,66,693		5,83,712	
Rates & Taxes	6,90,282		6,00,622	
Bank Charges	4,21,889		10,86,252	
Foreign Exchange Fluctuations	1,70,505		71,72,365	
Legal & Professional Charges	62,035		2,67,372	
Directors' Sitting Fees	3,300		3,900	
Loss on sale of fixed assets	-		-	
Managing Director's Remuneration & Commission	1,50,000		18,00,000	
E.D's Remuneration & Commission	16,50,000			
Other Expenses	40,75,357	90,82,781	35,69,443	1,63,88,848
Auditor's Remuneration				
Audit Fee	2,24,720		2,39,327	
Tax Audit Fee	13,483		13,483	
Reimbursement of Expenses	27,131	2,65,334	13,512	2,66,322
Sales Expenses				
Carriage Outwards	4,34,28,247		4,36,98,444	
Export Expenses	1,10,33,351		93,97,800	
Other Sales Expenses	51,87,282	5,96,48,880	47,46,729	5,78,42,973
TOTAL		14,46,83,975		16,14,31,217

NOTE 23:

ACCOUNTING POLICIES

1. **Basis of Preparation:** The Financial Statements of Coromandel Agro Products & Oils Limited have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India (GAAP) and comply with the mandatory Accounting Standards (AS) issued by the Institute of Chartered Accountants of India to the extent applicable and with the relevant provisions of the Companies Act, 2013.
2. **Use of Estimates:** The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.
3. **Fixed Assets:** Tangible assets i.e., Land, Buildings, Plant and Machinery are stated at revalued cost less depreciation. Other fixed assets are stated at cost less depreciation. Depreciation has been provided as per the amendment to Schedule II of the Companies Act, 2013 on straight line basis . Lease hold land is amortised over the period of lease. Depreciation on additions due to revaluation of fixed assets is provided based on the estimated residual life of the assets as per approved valuer report. This amount of depreciation for each year attributable to the revalued assets is transferred from Assets Revaluation Reserve to Credit of Profit and Loss Account.
4. **Investments:** Investments are stated at cost.
5. **Provision for Retirement Benefits:** Company has taken L.I.C. Group Gratuity and Superannuation Policies to cover the liability arising out of employees going to retire according to their retirement status. Liability under Gratuity is determined on actuarial valuation done by L.I.C. of India
6. **Inventories:** The inventories comprising raw materials, stores & spares and finished goods are valued at cost or net realisable value, whichever is less. The term cost comprises of purchase price including duties and taxes, freight inwards and other expenditure directly attributable to the acquisition excluding refundable duties and taxes. The cost is computed on weighted average basis.
7. **Foreign Currency Transactions:** Foreign Currency Transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on Foreign Currency Transactions settled during the year are recognized in the Profit & Loss Account.
8. **Revenue recognition of income and expenditure:** All Income and Expenditure are accounted on accrual basis, except where stated otherwise.
9. **Provisions and Contingencies:** Provision is made in the books of account when there is a present obligation as a result of past event that probably required an outflow of resources and a reasonable estimate can be made.

A disclosure for a contingent liability is made when there is a possible obligation or present obligation that arises from past events and the outflow of resources embedding economic benefit is not probable.

A contingent liability or a provision at the Balance Sheet date is not disclosed or recognized unless the possibility of any outflow of resources in settlement is remote.
10. **Deferred Income-Tax:** Deferred Tax charge or credit reflects that tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liability or asset are recognized using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future, however, where there is unabsorbed depreciation or carry forward losses,

deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonable/virtual certainty (as the case may be) to be realized.

- 11. Impairment of Assets:** An Asset is treated as impaired when the carrying of cost of Assets exceeds its receivable value. An impairment loss is charged for when the asset is identified as impaired. The impairment loss received in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

NOTE 24 : NOTES ON ACCOUNTS

	As at 31-3-2015 ₹	As at 31-3-2014 ₹
1. In the Opinion of the management there is no indication that any of the assets of the company has been impaired. Accordingly no loss on account of impairment has been recognized during the year in terms of Accounting Standard 28- Impairment of assets.		
2. CURRENT ASSETS, LOANS & ADVANCES : The Board is of the opinion that the Current Assets, Loans and Advances have a value on realization in the ordinary course of Business at least to the amount at which they are stated.		
3. DEFERRED TAXATION Deferred tax liability included in the Balance Sheet comprises the following:		
a. Deferred Tax Assets:		
Provisions	—	—
Brought forward business loss and Unabsorbed depreciation	— —	— —
	<hr/>	<hr/>
b. Deferred Tax Liabilities :		
Fixed Assets	2,41,67,453	2,54,14,832
	<hr/>	<hr/>
c. Net Amount (a-b),being Deferred Tax Liability / (Asset)	2,41,67,453	2,54,14,832
	<hr/>	<hr/>
4. EARNINGS PER SHARE : The computation of EPS is set out below:		
a. Earnings :		
Net profit / (Loss)for the year	14,42,951	98,43,761
b. Shares :		
Weighted average number of equity shares outstanding during the year	7,90,000	7,90,000
c. Earnings per share of face value ₹ 10 (a/b)	1.83	12.46

5. RELATED PARTIES DISCLOSURES :**List of related parties with whom transactions have taken place during the year :****i) Subsidiaries : Nil****ii) Associates :**

- a) Maddi Lakshmaiah & Co. Ltd.
- b) M.L.Agro Products Ltd.
- c) M.L.Exports
- d) K.S.Subbiah Pillai & Co. (India) Ltd.

iii) Key Managerial Personnel :

- a) Sri. M.Ramesh -- Managing Director
- b) Sri. M.Lakshmaiah -- Chairman
- c) Sri. M.Venkateswara Rao -- Director

	As at 31-3-2015 ₹	As at 31-3-2014 ₹
iv) Transactions during the year with related parties :		
Unsecured Loans :		
Associates :		
a) Taken during the year	8,21,65,260	2,24,48,934
b) Repaid during the year	6,82,16,526	4,98,77,732
c) Balance as at 31 March, 2015	1,39,48,734	NIL
Expenditure :		
a) Interest on Fixed Loans	21,65,260	22,48,934
b) Managerial Remuneration and Commission	19,78,500	19,71,360

6. Segment Wise Information:

The company has identified two reportable segments viz. Seed Processing and Wind Turbine. Segments have been identified and reported taking into account the nature of products and services, the differing risks and returns and the internal business reporting system. The accounting policies adopted for segment reporting are in line with the accounting policies of the company.

Particulars	For the Year ended 31-03-2015			For the Year ended 31-03-2014		
	Seed Processing	Wind Turbine Generators	Total	Seed Processing	Wind Turbine Generators	Total
	₹	₹	₹	₹	₹	₹
Revenue	131,28,87,997	80,84,812	132,09,72,809	125,29,30,906	82,68,868	126,11,99,774
Profit/(Loss) before interest and Tax	2,16,34,941	22,62,313	2,38,97,254	3,47,68,711	(36,34,333)	3,11,34,378
Interest	1,66,47,702	70,53,980	2,37,01,682	1,20,86,957	44,63,289	1,65,50,246
Tax	(1,88,091)	(10,59,288)	(12,47,379)	55,02,003	(7,61,632)	47,40,371
Profit / (Loss) after Tax	51,75,330	(37,32,379)	14,42,951	1,71,79,751	(73,35,990)	98,43,761
Other Information :						
Assets	43,74,85,167	7,47,45,939	51,22,31,106	44,87,77,086	7,47,45,939	52,35,23,025
Liabilities	27,49,80,028	7,52,58,187	35,02,38,215	27,46,34,779	8,63,09,697	36,09,44,476
Capital Expenditure	1,19,73,319	-	1,19,73,319	7,14,082	-	7,14,082
Depreciation and Amortisation	53,59,549	39,68,770	93,28,319	38,71,732	39,68,770	78,40,502

7. There are no Micro, Small and Medium Enterprises, to whom the Company owes. This information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have identified on the basis of information available with the Company.

8. The following table set out the gratuity plan under AS-15 (revised)

PARTICULARS	For the year ended 31-03-2015 ₹	For the year ended 31-03-2014 ₹
Opening Balance of Present Value of Defined Benefit Obligation	50,18,379	51,30,010
Current Service Cost	3,39,952	3,58,672
Interest Cost	4,01,470	4,10,401
Actuarial Losses / (gain)	1,62,166	91,392
Benefits Paid	(8,02,477)	(9,72,096)
Closing Balance of Present Value of Defined Benefit Obligation	51,19,490	50,18,379
Change in fair value of Plan assets		
Opening Balance of fair value of plan assets	53,55,297	49,53,805
Expected Return on plan assets	4,28,426	4,05,711
Actuarial Losses / (gain)	—	—
Contribution by employer	3,51,859	9,67,877
Benefits paid	(8,02,477)	(9,72,096)
Closing balance of Fair Value of Plan Assets	53,33,104	53,55,297
Net Asset / (Liability) recognized in the Balance Sheet		
Present value of funded obligations	51,19,490	50,18,379
Fair Value of plan assets	53,33,104	53,55,297
(Net Asset) / Liability in the Balance Sheet	(2,13,614)*	(3,36,918)*
Expenses Recognised in the Profit and Loss Account		
Current Service Cost	3,39,952	3,58,672
Interest Cost	4,01,470	4,10,401
Expected Return on Plan Assets	(4,28,426)	(4,05,711)
Actuarial Loss / (Gain)	1,62,166	91,392
Total Expenses	4,75,162	4,54,754

*This amount is included in Note 5.

	As at 31-3-2015 ₹	As at 31-3-2014 ₹
9. PROFIT AND LOSS ACCOUNT :		
A) Following amounts were paid to the Managing Director, Executive Director during the year :		
M.D. REMUNERATION :		
1. Salary	1,50,000	18,00,000
2. Employers Contribution to Provident Fund & Superannuation Fund	780	1,71,360
	<u>1,50,780</u>	<u>19,71,360</u>

	As at 31-3-2015 ₹	As at 31-3-2014 ₹
Computation of Net Profit as per Companies Act, 2013 showing the calculation of Remuneration payable to the Managing Director:		
Profit / (Loss) as per Profit & Loss Account	14, 42,951	98, 43,761
Add: a) Depreciation	93,28,319	78,40,502
b) Directors' Sitting Fee	3,300	3,900
c) Managing Director's Remuneration	1,50,000	18,00,000
d) (Profit) / Loss on sale of Fixed Assets	(41,607)	(1,31,534)
Less: Depreciation	(93,28,319)	(1,26,29,080)
Net Profit / (Loss)	<u>15,54,644</u>	<u>67,27,549</u>
Commission @ 5% on Net Profit	77,732	3,36,377
Salary	1,50,780	19,71,360
Commission payable to the Managing Director	NIL	NIL

E.D. REMUNERATION :

1. Salary	16,50,000	
2. Employers Contribution to Provident Fund & Superannuation Fund	1,77,720	
	<u>18,27,720</u>	<u>-</u>

Computation of Net Profit as per Companies Act, 2013 showing the calculation of Remuneration payable to the Managing Director:

Profit / (Loss) as per Profit & Loss Account	14, 42,951	
Add: a) Depreciation	93,28,319	
b) Directors' Sitting Fee	3,300	
c) Executive Director's Remuneration	16,50,000	
d) (Profit) / Loss on sale of Fixed Assets	(41,607)	
Less: Depreciation	(93,28,319)	
Net Profit / (Loss)	<u>30,54,644</u>	<u>-</u>
Commission @ 5% on Net Profit	1,52,732	
Salary	18,27,720	
Commission payable to the Managing Director	NIL	

The Managing Director, Executive Director was paid salary and other perquisites in accordance with the provisions of the Companies Act, 2013.

B) Travelling expenses include NIL paid to Managing Director (Previous Year ₹ 49,305/-) and ₹ 25,300/- paid to other Directors (Previous year ₹ 30,450/-).

10. PARTICULARS OF SALES :

SL NO.	PARTICULARS	For the Year Ended 31-3-2015		For the Year Ended 31-3-2014	
		QUANTITY M.T.	VALUE ₹	QUANTITY M.T.	VALUE ₹
1	Cotton Seed Oil	8,560.080	45,72,68,539	7,759.023	45,88,80,417
2	Cotton Seed Cake	30,675.483	56,88,65,691	29,474.127	51,44,65,946
3	Cotton Seed Hulls	23,099.080	16,50,82,536*	17,328.743	14,51,33,051*
4	Linters 1 st Cut	2,110.930	4,36,38,379*	1,636.533	3,78,10,266*
5	Linters 2 nd Cut	3,064.370	6,34,52,949*	3,507.921	7,94,96,123*
6	Cotton Seed Soap Stock	1,123.275	58,13,405	1,682.355	86,22,059
7	Cotton Seed Acid Oil	486.515	12,33,806	483.415	14,50,245
8	Cotton Seed Sludge Oil	38.815	38,815	32.885	32,885
9	De-Linted Seed			213.200	41,19,873
10	W.T.G. Units		80,84,812		82,68,868
	TOTAL :		1,31,37,64,101		1,28,34,70,755

*These items include export turnover of ₹ 9,09,41,990/- during the year(₹ 9,47,34,816/- Previous Year)

11 . STATEMENT OF RAW MATERIALS CONSUMPTION :

SL. NO.	PARTICULARS	For the Year Ended 31-3-2015		For the Year Ended 31-3-2014	
		QUANTITY M.T.	VALUE ₹	QUANTITY M.T.	VALUE ₹
1	Cotton Seed	70,437.741	1,07,38,94,237	64,324.514	1,00,21,07,780
2	Cotton Seed De Oiled Cake			149.055	25,56,438
	TOTAL :		1,07,38,94,237		1,00,46,64,218

1. Value of Material :		₹	₹
a) Raw Materials	: Indigenous	1,07,38,94,237	1,00,46,64,218
	: Imported	—	—
b) Stores & Spares	: Indigenous	44,59,096	29,86,350
2. Export earnings in Foreign Currency :			
(including Rupee Trade)			
Export Turnover on F.O.B. Basis		8,41,46,279	9,42,56,054
3. Expenditure in Foreign Currency :			
Import of Spares on CIF Basis		—	—

4. Previous year figures have been regrouped wherever necessary to compare with current year figures.

SIGNATURES FOR NOTES 1 TO 24

As per our report attached to the Balance Sheet
For A.RAMACHANDRA RAO & CO.,
Chartered Accountants
FRN : 002857S

(A.RAMACHANDRA RAO)
Partner
M.No.9750

Place : CHILAKALURIPET
Date : May 30, 2015.

For and on behalf of the Board

Sd/-
(MADDI LAKSHMAIAH)
Chairman
DIN : 00013387

Sd/-
(MADDI RAMESH)
Managing Director
DIN : 00013394

Sd/-
(MADDI VENKATESWARA RAO)
Director
DIN : 00013393

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

E-Voting instructions

Pursuant to the Provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 39th Annual General Meeting to be held on Friday, 14th August, 2015, at 10.30 AM. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the E-Voting facility.

The instructions for shareholders voting electronically are as under:

The E-Voting Sequence Number and period of E-Voting are set out below:

EVS(N(E-VOTING SEQUENCE NUMBER) : 150720005

COMMENCEMENT OF E-VOTING : 11th August, 2015 at 09.00 A.M

END OF E-VOTING : 13th August, 2015 at 05.00 P.M

STEPS & INSTRUCTIONS FOR E-VOTING:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 11th August, 2015 at 09.00 A.M and ends on 13th August, 2015 at 05.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 10th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

(vii) If you are a first time user follow the steps given below:

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

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



COROMANDEL AGRO PRODUCTS AND OILS LTD.,

CIN.NO-L15143TG1975PLC001967

12-B, Skylark Apartments, Basheerbagh, HYDERABAD - 500 029.

Phone: 040-2322 8713, 2322 8714.

Fax : 040-2322 8713, E-mail:hyd@mlgroup.com

BALLOT FORM

1	Name and Registered Address of the sole/ First Named Share Holder	:	
2	Name(s) of the Joint Holder(s) if any	:	
3	Registered Folio No./DP ID & Client ID	:	
4	Number of Share(s) held	:	

I/We hereby exercise my/our vote(s) in respect of the following resolutions stated in the Notice of the thirty ninth Annual General Meeting of the Company to be held on Friday August 14, 2015 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolutions	No. of Shares	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent the Resolution
1.	Consider and Adopt: Audited Financial Statement, Reports of Board of Directors and Auditors			
2.	Re-appointment of Sri Maddi Venkateswara Rao, who retires by rotation.			
3.	Re-appointment of Sri Maddi Lakshmaiah, who retires by rotation.			
4.	Re-appointment of M/s. A.Ramachandra Rao & Co., as Statutory Auditors.			
5.	Ratification of remuneration of the Cost Auditors.			
6.	Appointment of Mrs. Rallabandi Lakshmi Sarada as an Independent Director and Woman Director.			
7.	Appointment of Mr. Lakkaraju Shyama Prasad as an Independent Director			
8.	Approval of Continuation of Employment of Mr. Maddi Ramesh as a Managing Director.			
9.	Approval of borrowing / Guarantee Powers to the Board.			
10.	Approval of Powers to the Board for mortgage/creation of charge on Assets of the Company against Company's borrowings.			

Place:

Date:

(Signature of the Shareholder)

Note: Please read the instructions given overleaf carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Meeting.

Process and Manner for Members opting to vote by using the Ballot Form :

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer, Mr.K.Srinivasarao of M/s.K.Srinivasarao & Co.,Scrutinizer C/o. Capol, 12B, Skylark Apartments, Basheerbagh, Hyderabad – 500 029, in the self address envelope enclosed with the form.
2. The form should be signed by the Member as per the specimen signature registered with the company / Depository. In case of joint holding, the Form should be completed and signed by the first named Member and his/her absence, by the next name job holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by ballot is not permitted through proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot Form.
5. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity share capital of the company as on August 7, 2015.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Thursday, Aug 13, 2015 (5 p.m. IST). Ballot Form received after Thursday, Aug 13, 2015 will be strictly treated as if the reply from the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate form should reach the Scrutinizer not later than the date and time specified in serial no.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot will be final.
10. The results declared, shall be placed on the Company's website www.mlgroup.com and on the website of the Central Depository Securities Limited within two days of passing of the Resolutions at the AGM of the Company on August 14, 2015, and communicated to the BSE Limited. Where the shares of the Company are listed.



COROMANDEL AGRO PRODUCTS AND OILS LTD.,

CIN.NO-L15143TG1975PLC001967

12-B, Skylark Apartments, Basheerbagh, HYDERABAD - 500 029.

Phone: 040-2322 8713, 2322 8714.

Fax : 040-2322 8713, E-mail:hyd@mlgroup.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)	E-mail Id:
Registered Address	Folio No/ Client ID :
	DP ID:

I/We, being a member/members of the Company holdingshares here by appoint

- 1).....of.....having email IDor falling him
- 2).....of.....having email IDor falling him
- 3).....of.....having email IDor falling him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th ANNUAL GENERAL MEETING of the company to be held at 12-B, Skylark Apartments, Basheerbagh, HYDERABAD - 500 029, on 14th August 2015 at 10:30 AM. and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

	Resolutions	For	Against
1.	Consider and Adopt: Audited Financial Statement, Reports of Board of Directors and Auditors		
2.	Re-appointment of Sri Maddi Venkateswara Rao, who retires by rotation.		
3.	Re-appointment of Sri Maddi Lakshmaiah, who retires by rotation.		
4.	Re-appointment of M/s. A.Ramachandra Rao & Co., as Statutory Auditors.		
5.	Ratification of remuneration of the Cost Auditors.		
6.	Appointment of Mrs. Rallabandi Lakshmi Sarada as an Independent Director and Woman Director.		
7.	Appointment of Mr. Lakkaraju Shyama Prasad as an Independent Director		
8.	Approval of Continuation of Employment of Mr. Maddi Ramesh as a Managing Director.		
9.	Approval of borrowing / Guarantee Powers to the Board.		
10.	Approval of Powers to the Board for mortgage/creation of charge on Assets of the Company against Company's borrowings.		

Signed this.....day of.....2015.

.....
/Signature of the Member

Affix
Revenue
Stamp

.....
Signature of the First Proxy Holder . Signature of the Second Proxy Holder. Signature of the Third Proxy Holder

Note: This form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company. Not Less than 48 hours before the meeting.



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12-B, Skylark Apartments, Basheerbagh, HYDERABAD - 500 029.

Phone: 040-2322 8713, 2322 8714.

Fax : 040-2322 8713, E-mail:hyd@mlgroup.com

ATTENDANCE SLIP

DP Id	
-------	--

Folio No.	
-----------	--

Client Id	
-----------	--

No. of Shares	
---------------	--

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 39th ANNUAL GENERAL MEETING of the Company held at 12-B, Skylark Apartments, Basheerbagh, Hyderabad-500 029 on Friday, the 14th August 2015 at 10:30 AM.

.....
Name of the member/Proxy (IN BLOCK LETTERS)

.....
Signature of the member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall, Members are requested to bring their copies of the Annual Report to the meeting.