

BOARD OF DIRECTORS :

NAME OF THE DIRECTORS	DIN NUMBER	DESIGNATION
Sri Meadem Sekhar	02051004	Whole time Director & CEO
Sri Vadlamani Venkata Subramanya Ravi	00495102	Independent Director
Sri Maddi Venkateswara Rao	00013393	Director
Sri Maddi Ramesh	00013394	Director
Smt Rallabandi Lakshmi Sarada	07140433	Independent Director
Sri Lakkaraju Shyam Prasad	07151102	Independent Director

CHIEF FINANANCIAL OFFICER	:	CA. Kothuri Satyanarayana
COMPANY SECRETARY	:	CS. K.RAMYA
BANKERS	:	Canara Bank Chirala – 523 155
STATUTORY AUDITORS	:	M/s. NATARAJA IYER& CO., Chartered Accountants, 1-10-126, Ashoknagar, Hyderabad – 500 020.
COST AUDITORS	:	M/s. Jithendra Kumar & Co., Cost Accountants, # 389, Iron yard, Opp Reliance Fresh, HB Colony, Vijayawada-520012.
SECRETARIAL AUDITORS	:	M/s. K. SrinivasaRao & Co., Company Secretaries, D.No.6-13-14A, 13/3, Arundelpet, Guntur-522002.
REGISTRAR & SHARE TRANSFER AGENT		BIGSHARE SERVICES PRIVATE LIMITED 306, 3 rd Floor, Right wing, Amrutha Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad-500082
REGISTERED OFFICE	:	12-B, Skylark Apartments, BasheerBagh, Hyderabad – 500 029, Ph:040-23228714
FACTORY ADDRESS	:	Jandrapet-523 165, Chirala, Prakasam District, Andhra Pradesh. Ph: 08594-222681
WEBSITES	:	www.capol.in & www.mlgroup.com

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43rd ANNUAL GENERAL MEETING NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Forty Third Annual General Meeting of the members of M/s. **Coromandel Agro Products and Oils Limited** will be held on Tuesday 13th August, 2019 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 Financial Statements for the financial year ended 31.03.2019 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri 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.

SPECIAL BUSINESS**3. Ratification of Cost Auditors' Remuneration**

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

“RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.25,000/-per annum be paid with all applicable taxes and reimbursement out of pocket expenses incurred in connection with the audit, payable to M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada, who are appointed as Cost Auditors of the Company to conduct Cost Audit of the Company for the financial year ending 31st March, 2020.

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

4. Appointment of Sri Meadem Sekhar (DIN:02051004) as a Director of the Company

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

“RESOLVED THAT Sri Meadem Sekhar (DIN:02051004) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 23rd, 2019 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

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

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the appointment of Sri. Meadem Sekhar (DIN:02051004) as a Whole time Director of the Company, C.E.O and Key Managerial Personnel , for a period of 5 (five) years with effect from 23rd May

2019 to 22nd May 2024 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 Sri Meadem Sekhar (DIN:02051004), subject to the same not exceeding the limits specified under Schedule V of 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 Wholetime 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 7000/- per month.

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

6. Re-appointment of Sri.Venkata Subramanya Ravi Vadlamani, (Din: 00495102), as an Independent Director of company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Sri.Venkata Subramanya Ravi Vadlamani,(Din: 00495102), who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 1st April, 2019 up to 31st March, 2024.”

7. Appointment of Sri. Maddi Lakshmaiah (DIN:00013387) as a Non-Executive Director of the Company

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

“**RESOLVED THAT** Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI(LODR) Regulations,2015 Sri Maddi Lakshmaiah (DIN: 00013387) in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company.”

By Order of the Board of Directors

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

Sd/-
(Maddi Venkateswara Rao)
Director
(DIN: 00013393)

Place : CHILAKALURIPET
Date : May 23, 2019.

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, and vote on a poll, instead of himself / herself and such proxy need not be Member. The proxy form is enclosed which should be deposited, at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
4. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 4:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
6. Route-map to the venue of the Meeting is provided at the end of the Notice (Backside of the Proxy form).
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 7th August, 2019 to Tuesday 13th August, 2019 (both days inclusive).
8. The Financial Statements, the reports and all other documents required under the law to be annexed thereto will be available for inspection during working hours at the Registered Office of the Company on any working day prior to the date of the Annual General Meeting.
9. 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.
10. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
11. Members holding shares in physical form are requested to notify/send to the following Company's Registrar and Transfer Agent at: Bigshare Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad – 500082 at the earliest and not later than 06th August, 2019.
-Particulars of their Bank Account, in case the same have not been sent earlier ; and
-Any change in their address/mandate/Bank details
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. In view thereof, members who have not furnished PAN are requested to furnish to the Registrar and Transfer Agents and also to Company Registered office.

13. Shareholders should note that as per statutory provisions, if the dividend amount remains unpaid/ unclaimed for a 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. 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.
14. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed herewith.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL/NSDL, on the items mentioned in this AGM Notice. The Company has appointed Mr. K. Srinivasa Rao, Partner of M/s. K. Srinivasa Rao & Co., Practicing Company Secretaries (Membership No. FCS. 5599) as scrutinizer for conducting the e-voting process and voting process in a fair and transparent manner. The voting period begins on Saturday, 10 August 2019 at 09:00 hrs. and will end on Monday, 12th August, 2019 at 17:00 hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 06th August, 2019, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. The instructions for shareholders voting electronically are given at page No.71 of the Annual Report.
16. The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Company www.capol.in within 48 hours of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to Bombay Stock Exchange.

Information to Shareholders with respect to Items no:2, 4, 6 & 7 under Regulation 36(3) of SEBI(LODR) Regulations :

S. No	Information particulars	Maddi Venkateswara Rao	M.Sekhar	Maddi Lakshmaiah	Venkata Subramanya Ravi Vadlamani
1	Brief resume of the Directors & Justification for appointment / re-appointment	Mr. Maddi Venkateswara Rao, aged about 63 years residing at Guntur and having a rich experience of more than 36 years in Exports of Tobacco, Cotton Seed Meal, Linters etc., He did Master degree in Management and Business Administration (MBA).	Mr. Meadem Sekhar, aged about 64years residing at Guntur and having a rich experience of more than 37 years in Exports of Tobacco, Pioneered in acquisitions and constructions of various infrastructure projects in Metropolitan cities. He did Chartered Accountancy Course.	Mr. Maddi Lakshmaiah, aged about 89 years, residing at ML Bungla, Chilakaluri Pet, Guntur Dist. He is an Engineering Graduate i.e BE (Mechanical). He is the Chairman of ML group of companies and he is having wide range of contacts with all multi-national tobacco manufacturers / merchants all over the world. He is a Member in Federations like FICCI, FIEO, FAPCCI, CII, Indo-German Chamber of Commerce, Indo-Japan Centre etc.,	Mr. Venkata Subramanya Ravi, Vadlamani aged about 64 years residing at Guntur and having a rich experience of more than 37 years in the Field of Accountancy, Finance, All Taxation matters and Banking sector activities. In addition to his professional activities, he is very much renowned and deeply involved in International Rotary activities and toured extensively through out the World.
2	Nature of his expertise in specific functional areas	Having a rich experience of more than 36 years in Exports of Tobacco, Cotton Seed Meal, Linters etc.,	Having a rich experience of more than 36 years in Exports of Tobacco, cottonseed meal.	Having a rich experience in Tobacco, Cotton Seed Meal and Linters industries.	Having a rich experience of more than 37 years in Field of Accountancy, Finance, All Taxation matters and Banking sector activities.
3	Relationships between directors inter-se	Maddi Venkateswara Rao is son of Mr. Maddi Lakshmaiah and elder brother of Maddi Ramesh, who are also directors of the company.	Nil	Maddi Lakshmaiah is the father of Mr. Maddi Venkateswara Rao and Mr. Maddi Ramesh, who are also directors of the company.	Nil

4	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nil	Nil	Nil
5	Shareholding of non-executive directors	23,410 equity shares (2.96%).	Nil	23,685 equity shares (3%).	51 equity shares

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. Item No. 3 to 7 of the accompanying 43rd AGM Notice.

ITEM NO. 3 :

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

On the recommendation of the Audit Committee at its meeting held on May 29, 2018, the Board has, considered and approved the appointment of M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada as the Cost Auditor for the financial year 2019-20 for a remuneration of Rs.25,000/- per annum with all applicable taxes and reimbursement of out of pocket expenses.

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

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. The Board commends the remuneration of Rs.25,000/- per annum with all applicable taxes and reimbursement of out of pocket expenses to M/s. Jithendra Kumar & Co. as the Cost Auditors and the approval of the Members is sought for the same by an Ordinary Resolution.

Except Sri. Meadem Sekhar, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item no.3 of the notice for approval by Members.

ITEM NO. 4 :

Sri. Meadem Sekhar (DIN: 02051004) was appointed as an Additional Director of the company by the Board with effect from 23.05.2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Sri. Meadem Sekhar (DIN: 02051004) will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Shri Meadem Sekhar (DIN: 02051004) for the office of Director, to be appointed, as such under the provisions of the Companies Act, 2013. The Company has received from Shri Meadem Sekhar (DIN: 02051004) (i) Consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013. A brief profile of Sri. Meadem Sekhar (DIN: 02051004) is given below:

Sri. Meadem Sekhar (DIN: 02051004) aged 64 years Chartered Accountant and has great knowledge and experience in marketing, distribution and operations Management. The Board recommends the resolution set forth in Item no. 4 for the approval of the members

The Board recommends this resolution for approval of the Members

Except Sri. Meadem Sekhar, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item no.4 of the notice for approval by Members.

ITEM NO. 5 :

The Board at its meeting held on 23.05.2019, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), appointed Sri.MeademSekhar (DIN: 02051004), Non-Executive Director on the Board of the Company, as the Whole time Director, Chief Executive Officer & Key Managerial Personnel of the Company for a period commencing from 23rd May, 2019 to 22nd May, 2024 subject to the approval of Members at the ensuing Annual General Meeting ('AGM').Pursuant to Section 196 and 197 of the Companies Act, 2013,the appointment of Whole time Director shall be confirmed by the shareholders of the company at this ensuing Annual General Meeting of the company.

Sri.MeademSekhar (DIN: 02051004) aged 64 years Chartered Accountant and has great knowledge and experience in marketing, distribution and operations Management. A brief profile and terms and conditions of the appointment of Sri. Meadem Sekhar (DIN: 02051004) is given in the table as set out in the table prior to the Explanatory Statement:

The appointment of Sri.MeademSekhar (DIN: 02051004) as the Managing Director, CEO & KMP is in accordance with the conditions set out in Schedule V of the Act as also conditions set out under Section 196(3) of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, Sri.MeademSekhar has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The principal terms and conditions of appointment of Sri.MeademSekhar (DIN: 02051004), as Whole time Director, Chief Executive Officer & Key Managerial Personnel are as follows:

Salary: Rs. 1,50,000/- Per Month

Perquisites: In addition to the above salary, the Wholetime 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 7000/- per month.

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

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

ITEM NO. 6 :

Sri. Venkata Subramanya Ravi Vadlamani is currently an Independent Director of the Company and the Chairman and Member of the Audit Committee and Nomination and remuneration Committee. Sri. Venkata Subramanya Ravi Vadlamani has completed his tenure as an independent Directors of the company for first five years and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Sri Venkata Subramanya Ravi Vadlamani as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, opined that the continued association of Sri Venkata Subramanya Ravi Vadlamani would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, subject to approval of shareholders by way of special Resolution at ensuing Annual General Meeting, it is proposed to re-appoint Sri Venkata Subramanya Ravi Vadlamani as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from 1st April, 2019.

The Company has received a declaration from Sri VenkataSubramanya Ravi Vadlamani that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Sri VenkataSubramanya Ravi Vadlamani has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Sri VenkataSubramanya Ravi Vadlamani has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further Sri Venkata Subramanya Ravi Vadlamani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Independent Director.

In the opinion of the Board, Sri VenkataSubramanya Ravi Vadlamani fulfils the conditions for his appointment as an Independent Director as specified in the Act read with the rules made thereunder and the Listing Regulations, Sri VenkataSubramanya Ravi Vadlamani is an independent of the management.

Brief resume and justification for reappointment and Expertise in specific functional areas and nature of expertise of Sri. Venkata Subramanya Ravi Vadlamani is given in the table as set out in the table prior to the Explanatory Statement:

The Board recommends this resolution for approval of the Members

Except Sri. VenkataSubramanya Ravi Vadlamani, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

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

ITEM NO: 7 :

Based on Re-commendation and proposal of the Nomination and Remuneration Committee of the board, The Board has proposed to appointment Shri Maddi Lakshmaiah (DIN: 00013387) as a Non-executive Director of the company. The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing her candidature for the office of Director

Shri Maddi Lakshmaiah (DIN: 00013387) one of the promoter of the company and also acted as a director of the company for a period up to 27.02.2019 and he aged more than 75 years. Pursuant to the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Company has received from Shri Maddi Lakshmaiah (DIN: 00013387) (i) Consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. Sri. Maddi Lakshmaiah (DIN: 00013387) aged 89 years B.E. Mechanical Engineering and has great knowledge and experience in marketing, distribution and operations Management. Brief resume and justification for reappointment and Expertise in specific functional areas and nature of expertise of Sri. Maddi Lakshmaiah (DIN: 00013387) is given in the table as set out in the table prior to the Explanatory Statement :

Sri Maddi Venkateswara Rao & Sri Maddi Ramesh and their relatives, Directors are interested in the resolution and other than them no other Directors /Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

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

By Order of the Board of Directors

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

Sd/-
(Maddi Venkateswara Rao)
Director
(DIN: 00013393)

Place : CHILAKALURIPET
Date : May 23, 2019.

**DIRECTORS' REPORT
FOR THE YEAR ENDED MARCH 31, 2019**

Dear Shareholders,

Your Directors have pleasure in presenting the 43rd Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2019.

FINANCIAL PERFORMANCE :

Summary of Financial performance of the Company for the Financial Year 2018-19 is depicted below:

STANDALONE

(R.s)

Statement Of Profit & Loss Account	IND AS		
	2016-17	2017-18	2018-19
Sales (No excise duty other than GST)	1,02,42,69,807	68,16,49,856	98,88,44,861
Other Income	28,23,422	16,34,644	18,45,907
Interest	1,65,60,170	1,72,43,239	1,66,51,327
Profit Before Taxation	2,59,477	-6,70,60,175	28,76,455
Profit After Taxation	-1,27,100	-5,76,76,595	82,78,369
Earnings Per Share of Rs.10/-	-0.16	-73.01	10.48
Dividend Per Share of Rs.10/-	NIL	NIL	NIL

STATE OF AFFAIRS OF THE COMPANY AND FUTURE OUTLOOK :

The Company passed through a critical phase during the year under review in view of recession in the global economy, especially in the case of cotton related products. Chinese market for Indian cotton linters also suffered heavily, steep fall in international prices and resulted in loss of exports to this extent and made the company to carry on the unsold stocks. Cotton crop as such failed due to draught conditions in both in Andhra and Telangana Regions yielding low production which also suffered from pink boll worms. These conditions pushed raw material prices to a little more than viable levels.

In spite of this, the company procured and processed 41,176 MT of cotton seed which is more than previous year volume of 38,580 MT during the year under review, utilizing the optimum capacities. This has resulted in earning better operational profit compared to the previous year. However as said above, due to carry over stocks of linters and other stocks, interest costs are higher in the current year.

Wind power projects in Gujarat and Tamil Nadu States did not generate power as per the estimates because of bad weather conditions.

Increasing income, urbanisation, changing food habits, and deeper penetration of processed foods will be key drivers of future consumption growth. Because of current stagnant domestic vegetable oil supplies, vegetable oil import volumes will continue to fill the majority of the supply-and-demand gap over the next decade. Palm oil, soy oil, and sunflower oil are expected to penetrate regional markets further in the future, with the packaged edible oil segment leading the way for future growth of the industry.

However, vegetable oil consumption growth has been putting a lot of pressure on India's trade balance and budget due to the high dependence on imports. The Indian government might need to step up its efforts to increase domestic oilseed production or pursue other options, such as opening up to imports of GM oilseeds in order to cater to the country's rising vegetable oil demand.

your Directors are optimistic in utilizing the full production capacities to ensure better working results in the ensuing years. Government of India is also very much keen to enhance the MSP for all agricultural products to encourage, support and improve the farmers income, cotton crop will definitely be sown more in the season to come in India.

EXPORT AND FOREIGN EXCHANGE EARNINGS :

Your Directors wish to inform that the Company has exported 902.870 M.T. of Cotton Linters worth ₹ 132.45 lakhs during the year under review as against 606.540 M.T. worth ₹ 237.33 lakhs in the previous year.

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.

The extract of the Annual Return of the Company can also be accessed on the website of the Company www.capol.com

The copy of the Annual Return of the Company can be accessed on the website of the Company www.capol.com

MANAGEMENT DISCUSSION AND ANALYSIS :

The Management Discussion and Analysis Report, as required under regulation 34 of the SEBI (LODR) Regulations 2015, forms part of the Annual Report as ANNEXURE NO:V

DIRECTORS AND KEY MANAGERIAL PERSONNEL :**NAMES OF THE PERSONS WHO HAVE BEEN APPOINTED / CEASED TO BE DIRECTORS AND/OR KEY MANAGERIAL PERSONNEL OF THE COMPANY :****i. DURING THE YEAR :-****DIRECTOR RE-APPOINTMENT IN 42nd AGM :**

Mr. Maddi Venkateswara Rao (DIN- 00013393), retire by rotation under Article 122 of the Articles of Association of the Company and being eligible, offer himself for reappointment as Director. The shareholders approved his re-appointment as director of the company at 42nd Annual General Meeting of the company held on 14.08.2018.

Mr. Maddi Lakshmaiah (DIN- 00013387), retire by rotation under Article 122 of the Articles of Association of the Company and being eligible, offer himself for reappointment as Director. The shareholders approved his re-appointment as director of the company at 42nd Annual General Meeting of the company held on 14.08.2018.

APPOINTMENT OF COMPANY SECRETARY & KEY MANAGERIAL PERSONNEL :

During the year Mrs. K.Ramya, Company Secretary, (ICSI Membership NO:A35455) an associate member of the Institute of Company Secretaries of India has been appointed by the board as a whole time Company Secretary, compliance officer & Key Managerial Personnel of the company with effect from 14.02.2009.

RESIGNATION OF CHAIRMAN AND DIRECTOR :

During the year Mr. Maddi Lakshmaiah (DIN- 00013387), Director and Chairman of the company has resigned from the office of Director and Chairman with effect from 28.02.2019.

ii. AFTER THE END OF THE YEAR AND UP TO THE DATE OF THE REPORT :-**APPOINTMENT OF ADDITIONAL DIRECTOR :**

The Board has appointed sri. Meadem sekhar (DIN: 02051004) as an Additional Director of the company With effect from 23.05.2019.

APPOINTMENT OF WHOLE TIME DIRECTOR, CEO & KMP :

Subject to approval of shareholders at this ensuing Annual General Meeting of the company, the Board has appointed Sri. Meadern sekhar (DIN: 02051004) as an Whole Time Director, CEO & KMP of the company With effect from 23.05.2019 for a period of five years i.e 23.05.2019 to 22.05.2024.

RESIGNATION OF MANAGING DIRECTOR :

Sri Maddi Ramesh, Managing director of the company has resigned from the office of Managing director with effect from 23.05.2019.

DIRECTORS LIABLE TO RETIRE BY ROTATION IN ENSUING ANNUAL GENERAL MEETING :

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

RE-APPOINTMENT OF INDEPENDENT DIRECTOR IN ENSUING ANNUAL GENERAL MEETING :

Sri.Venkata Subramanya Ravi Vadlamani, Din: (00495102), an Independent Director, is supposed to retire in this year, he being eligible offer himself for reappointment. As per the recommendation of the Nomination and Remuneration Committee, his reappointment for a second term of another 5 (five) consecutive years effective from 1st April, 2019 is very much beneficial to the company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly it is proposed to reappoint Sri.Venkata Subramanya Ravi Vadlamani as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

APPOINTMENT OF Sri. MADDI LAKSHMAIAH AS DIRECTOR IN ENSUING ANNUAL GENERAL MEETING :

Sri. Maddi Lakshmaiah (DIN-00013387), aged 89 years B.E. Mechanical Engineering, Chairmen of M.L.Group Companies, he being eligible offers himself for reappointment. Separate notice under the various provisions of Companies Act, 2013 has been received from the members of the Company proposing the aforesaid appointment. The Board considers that Sri. Maddi Lakshmaiah, fulfills the conditions specified in the Companies Act, 2013 and recommends for appointment as a Director of the Company.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS :

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members. The criteria for performance evaluation of the Board included aspects such as Board composition and structure, effectiveness of Board processes, contribution in the long term strategic planning, etc. The criteria for performance evaluation of the Committees included aspects such as structure and composition of Committees, effectiveness of Committee meetings etc. The above criteria for evaluation was based on the Guidance Note issued by SEBI.

In a separate meeting, the Independent Directors evaluated the performance of Non-Independent Directors and performance of the Board as a whole. They also evaluated the performance of the Chairman taking into account the views of Executive Directors and Non-Executive Directors. The NRC reviewed the performance of the Board, its Committees and of the Directors. The same was discussed in the Board Meeting that followed the meeting of the independent Directors and NRC, at which the feedback received from the Directors on the performance of the Board and its Committees was also discussed. Significant highlights, learning and action points with respect to the evaluation were discussed by the Board.

Sl. No	Particulars	
i.	Observations of board evaluation carried out for the year:	NIL
ii.	Previous year's observations and actions taken:	NIL
iii.	Proposed actions based on current year observations:	NIL

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS :

In terms with Section 149 (7) 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 Regulation 16(1)(b) of the SEBI(LODR) Regulations,2015. In the opinion of the Board, they ful fill the conditions of independence as specified in the Act and the Rules made thereunder and are independent of the management.

SEPARATE MEETING OF INDEPENDENT DIRECTORS :

During the year under review, one meeting of Independent Directors was held on 13.02.2019 in compliance with the requirements of Schedule IV of the Companies Act, 2013. Two independent directors viz., Smt Rallabandi Lakshmi Sarada and Sri Lakkaraju Shyam Prasad, were attended to their meeting held on 13.02.2019. The Independent Directors at the meeting, inter alia, reviewed the Performance of Non-Independent Directors and Board as a whole. Performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

NUMBER OF BOARD MEETINGS :

During the Financial Year 2018-19, Four (4) Meetings of the Board of Directors of the Company were held viz., 28th May, 2018, 14th August, 2018, 10th November, 2018, and 14th February, 2019, with a gap not exceeding a period of 120 days as prescribed under the Act.

Board Meetings

S. No	Date of meeting	Total Number of directors as on the date of meeting	Number of directors attended
1.	28.05.2018	06	5
2.	14.08.2018	06	5
3.	10.11.2018	06	5
4.	14.02.2019	06	4

A. Attendance of Directors

S. No	Name of the Director	No of Meetings which were entitled to attend	No. of Meetings Attended
1.	Sri Maddi Lakshmaiah	04	4
2.	Sri Maddi Ramesh	04	4
3.	Sri Vadlamani Venkata Subramanya Ravi	04	2
4.	Sri Maddi Venkateswara Rao	04	1
5.	Smt Rallabandi Lakshmi Sarada	04	4
6.	Sri Lakkaraju Shyam Prasad	04	4

GENERAL MEETINGS :

During the Financial Year 2018-19, 42nd Annual General Meeting of the Company was held on Friday 14th August, 2018. Except the 42nd Annual General Meeting, no other meeting of the members were held in financial year 2018-19.

Type of Meeting	Date of Meeting	Total No. of members entitled to attend	Attendance	
			No. of members attended	% of total shareholding
Annual General Meeting	14.08.2018	306	16	56.79

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, 2019, 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 sound 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, 2019 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;
- 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.

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 approval for payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the Board, focusing 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.
- k. The scope of the Audit Committee also includes matters which are set out in SEBI (LODR) Regulations 2015 and the rules made there under, as amended from time to time.

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

As on 31st March, 2019, 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 were held four times during the year ended March 31, 2019.

Audit Committee Meetings

S. No	Date of meeting	Total Number of directors as on the date of meeting	Number of directors attended
1.	26.05.2018	03	3
2.	13.08.2018	03	3
3.	09.11.2018	03	2
4.	13.02.2019	03	2

Attendance of Audit Committee Members

S. No	Name of the Director	No of Meetings which were entitled to attend	No. of Meetings Attended
1.	Mr. Vadlamani Venkata Subramanya Ravi	04	2
2.	Mrs. Rallabhandi Lakshmi Sarada	04	4
3.	Mr. Lakkaraju Shyama Prasad	04	4

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, 2019, 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 scope of the Committee also includes matters which are set out in SEBI (LODR) Regulations, 2015 and the rules made there under, as amended from time to time. The broad terms of reference are to determine and recommend to Board, 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 twice 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

The Committee held two meetings during the year ended March 31, 2019.

Nomination and Remuneration Committee meetings

S. No	Date of meeting	Total Number of directors as on the date of meeting	Number of directors attended
1.	13.08.2018	03	3
2.	13.02.2019	03	2

Attendance of Nomination and Remuneration Committee meetings

S. No	Name of the Director	No of Meetings which were entitled to attend	No. of Meetings Attended
1.	Mr. Vadlamani Venkata Subramanya Ravi	02	1
2.	Mrs. Rallabhandi Lakshmi Sarada	02	2
3.	Mr. Lakkaraju Shyama Prasad	02	2

(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, Key Management Personnel and 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, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report with auditors' certificate thereon 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 (as amended) has been posted on the Website of the Company (www.capol.in & 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 at arm's length basis and were in the ordinary course of business. There are no 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 Directors of your company, has decided not to transfer any amount to the Reserves for the year under review

DIVIDEND :

The management do not recommend any dividend for the year ending March, 31st 2019 in view of the low earnings made by the Company.

CHANGES IN SHARE CAPITAL :

During the current year, there has been no change occurred in the capital Structure of the company.

AUDITORS :**i. STATUTORY AUDITORS :**

M/s. NATARAJA IYER & CO., Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 11th August, 2017, for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. The Report given by the Auditors on the financial statement of the Company is part of this Report.

The Statutory Auditor's report does not made any qualification, reservation or adverse remark or disclaimer in his report

ii. 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, the Company has engaged 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, 2018. 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 and regulation 6 of SEBI (LODR) Regulations, 2015, in respect to appointment the Company Secretary as Key Managerial Person and non compliance of section 124 of the Companies Act, 2013. The board clarification on qualifications of Secretarial Auditor is given below

The Board has made utmost effort for appointment of the Company Secretary as KMP but unable 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 and the board has appointed a Company Secretary with effect from 13.02.2019. As the company has not continuously declared the dividend to shareholders, the non compliance of the said section was occurred due to overflow of the work and there was no intentional latches on part of the company. The Company is in the process of transfer of shares to IEPF authority under section 124 of the Act it may be completed in this year”

iii. COST AUDITORS :

In terms of Section 148 of the Act read with Companies (Cost Records and Audits) Rules, 2014, the Audit Committee recommended and the Board of Directors appointed M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada to conduct Cost Audit relating of the Company for the year ending 31st March, 2020. The Company has received their written consent that the appointment will be in accordance with the applicable provisions of the Act and rules framed thereunder

Members are requested to consider the ratification of the remuneration payable to M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada as has been set out in the Notice of the 43rd AGM of the Company.

MAINTENANCE OF COST RECORDS :

The Company is required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Act and the rules framed thereunder, and accordingly, the Company has made and maintained such cost accounts and records

COST AUDIT :

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, Cost Audit is Applicable to the company for the financial year 2018-19. M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada has carried cost audit of the company for the financial year 2018-19.

EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE COST AUDITOR IN HIS REPORT :

The Cost Auditor’s report for the year ended 31.03.2019 does not made any qualification, reservation or adverse remark or disclaimer in his report

REPORTING OF FRAUDS BY AUDITORS :

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

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

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year 31.03.2019 to which the financial statements relate and 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, 2019 is given herein and forms part of the Board’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. 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 RESOURCE :

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) :

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 his staff, 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. 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.

DISCLOSURES PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 :

Your directors confirm that the Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. Your directors confirmed that the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year Company has not received any complaint of harassment.

UNSECURED LOANS RECEIVED FROM DIRECTORS DURING THE YEAR 2018-19 :

During the year 2018-19, The Company has received the following loans from the following Directors.

S.No	Name of the Director	Amount Received during the year
1.	Maddi Ramesh	Rs.2,06,12,493/-

PUBLIC DEPOSITS :

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

REGISTRAR'S AND SHARE TRANSFER AGENTS :

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

SECRETARIAL STANDARDS :

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

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
2012-13	05-08-2013	06-09-2020
2013-14	11-08-2014	12-09-2021
2015-16	10-08-2016	11-09-2023

APPRECIATIONS AND ACKNOWLEDGMENTS :

Your Directors wish to express their grateful appreciation for the continued co-operation received from Canara Bank, Financial Institutions, Stock Exchanges, Government Authorities, Customers, Vendors and Stakeholders during the year under review.

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain an industry leader. The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

By Order of the Board of Directors

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

Sd/-
(Maddi Venkateswara Rao)
Director
(DIN: 00013393)

Place : CHILAKALURIPET
Date : May 23, 2019.

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2019
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, Website : www.capol.in & www.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. (CIN U99999MH1994PTC076534)

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	Rs.	% to total turnover of the company
1	Cotton Seed D.O.C	111	43,87,19,863	44.37
2	Cotton Seed Washed Oil	111	38,72,74,115	39.16
3	Cotton Seed Hulls	111	13,07,95,343	13.23

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES : NIL

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NA	NA	NA	NA	NA	NA

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	1,68,773	-	1,68,773	21.36	1,68,773	-	1,68,773	21.36	-	-
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/FIIS	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	5,43,436	-	5,43,436	68.79	5,43,436	-	5,43,436	68.79	-	-
(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)	5,43,436	-	5,43,436	68.79	5,43,436	-	5,43,436	68.79	-	-
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	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	-	82,140	82,140	10.40	1,100	81,040	82,140	10.40	-	-	
ii) Individuals shareholders holding nominal share capital in excess of Rs.1 lakhs	-	-	-	-	-	-	-	-	-	-	
c) Others (specify)	-	-	-	-	-	-	-	-	-	-	
SUB TOTAL (B)(2):	-	84,190	84,190	10.66	1,100	83,090	84,190	10.66	-	-	
Total Public Shareholding (B)= (B)(1)+(B)(2)	-	2,46,564	2,46,564	31.22	1,63,474	83,090	2,46,564	31.22	-	-	
Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	543436	7,90,000	7,90,000	100.00	7,06,910	83,090	7,90,000	100.00	-	-	

(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	32765	4.15	-	32765	4.15	-	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	543436	68.79	-	543436	68.79	-	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	543436	68.79	543436	68.79
	At the end of the year	543436	68.79	543436	68.79

(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	99,125	12.55	99,125	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)	99,125	12.55	99,125	12.55
2	ICICI Bank Limited				
	At the beginning of the year	49,563	6.27	49,563	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)	49,563	6.27	49,563	6.27
3	Canara Bank, Bangalore				
	At the beginning of the year	13,686	1.73	13,686	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)	13,686	1.73	13,686	1.73
4	P.M.Mohan Rao				
	At the beginning of the year	7,510	0.95	7,510	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)	7,510	0.95	7,510	0.95
5	T. Mastan Reddy				
	At the beginning of the year	7,000	0.89	7,000	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)	7,000	0.89	7,000	0.89

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	Smt.P.Sucharitha Mohan Rao				
	At the beginning of the year	5,010	0.63	5,010	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)	5,010	0.63	5,010	0.63
7	A.V.Badve				
	At the beginning of the year	5,110	0.65	5,110	0.65
	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)	5,110	0.65	5,110	0.65
8	Mrs. Surekha Anand Badve				
	At the beginning of the year	5,010	0.63	5,010	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)	5,010	0.63	5,010	0.63
9	K. Satyanarayana				
	At the beginning of the year	2,650	0.34	2,650	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)	2,650	0.34	2,650	0.34
10	Narapa Reddy R.				
	At the beginning of the year	2,500	0.32	2,500	0.32
	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)	2,500	0.32	2,500	0.32

(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	23,685	3.00	23,685	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	23,685	3.00	23,685	3.00
2	M.VENKATESWARA RAO				
	At the beginning of the year	23,410	2.96	23,410	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	23,410	2.96	23,410	2.96
3	M.RAMESH				
	At the beginning of the year	32,765	4.15	32,765	4.15
	Date wise increase/decrease in Promoters Share holding during the year: purchase of 50 shares on 13.11.2017 through transfer of shares by way of market sale from Kanakaiah Nallamalli	-	-	-	-
	At the end of the year	32,765	4.15	32,765	4.15
4	K.SATYANARAYANA				
	At the beginning of the year	2,650	0.34	2,650	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	2,650	0.34	2,650	0.34
5	VADLAMANI VENKATA SUBRAMANYA RAVI				
	At the beginning of the year	51	0.00	51	0.00
	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	51	0.00	51	0.00
6	RALLABHANDI SARADA				
	At the beginning of the year	-	0.00	-	0.00
	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	-	0.00	-	0.00
7	LAKKARAJU SHYAMA PRASAD				
	At the beginning of the year	-	0.00	-	0.00
	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	-	0.00	-	0.00
8	K.RAMYA				
	At the beginning of the year	-	0.00	-	0.00
	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	-	0.00	-	0.00

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	18,97,15,664	-	0	18,97,15,664
ii) Interest due but not paid	0	-	0	0
iii) Interest accrued but not due	0	-	0	-
Total (i+ii+iii)	18,97,15,664	-	0	18,97,15,664
Change in Indebtedness during the financial year				
Additions	-	5,15,31,233	0	5,15,31,233
Reduction	2,60,12,125	2,20,00,000	0	4,80,12,125
Net Change	-2,60,12,125	2,95,31,233	0	35,19,108
Indebtedness at the end of the financial year				
i) Principal Amount	16,37,03,539	2,95,31,233	0	19,32,34,772
ii) Interest due but not paid	0	4160609	0	4160609
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	16,37,03,539	3,36,91,842	0	19,73,95,381

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

Sl. No	Particulars of Remuneration			
	Gross salary	M.RAMESH Managing Director	Name of the WTD	Total Amount
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	18,00,000	-	18,00,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	1,83,600	-	1,83,600
	(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 (A)	19,83,600	-	19,83,600
	Ceiling as per the Act			

B. Remuneration to other directors :

Sl. No	Particulars of Remuneration	Name of the Directors					Total Amount
		M.Lakshmaiah	M.V.R.	V.V.S.Ravi	R.L.S.	L.S.Prasad	
1	Independent Directors						
	(a) Fee for attending board and committee meetings			7,000	15,000	15,000	37,000
	(b) Commission						
	(c) Others, please specify						
	Total (1)	-	-	7,000	15,000	15,000	37,000
2	Other Non Executive Directors						
	(a) Fee for attending board and committee meetings	8,000	2,000				10,000
	(b) Commission						
	(c) Others, please specify.						
	Total (2)	8,000	2,000				10,000
	Total (B)=(1+2)	8,000	2,000	7,000	15,000	15,000	47,000
	Total Managerial Remuneration						20,30,600
	Overall Cieling as per the Act.						

C. Remuneration to Key Managerial Personnel other than MD/WTD :

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	38,392	9,47,923	9,86,315
	(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	-	38,392	9,47,923	9,86,315

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			NIL		
Penalty					
Punishment					
Compounding					
B. DIRECTORS			NIL		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			NIL		
Penalty					
Punishment					
Compounding					

By Order of the Board of Directors

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

Sd/-
(Maddi Venkateswara Rao)
Director
(DIN:00013393)

Place : CHILAKALURIPET

Date : May 23, 2019

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 endeavour to make more efficient use of energy through improved operational and maintenance practices. The measures taken in this direction at the unit 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. of energy consumption throughout all plants and curtailing wastages.
- d) Saving in fuel consumption for steam generation boiler operation.
- e) Eliminating steam leakages in distribution of generated steam.
- 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	2018-19	2017-18
1	Electricity:		
	a) Purchased Units	3705250	2904705
	Total Amount	₹ 28179065	₹ 25538277
	Rate/Unit	₹ 7.61	₹ 8.79
	b) Own Generation		
	I) Through Diesel Generators:		
	Units	477	869
	Units per Ltr. Of diesel Oil	2.39	1.51
	Cost/Unit	₹ 12.15	₹ 42.02
	II) Through Steam Turbine/Generators	NIL	NIL
2	Coal: (Specify quality & where used) Round Coal "C" Grade used in Boiler. Quantity (Tonnes)	NIL	NIL
	Total Cost	₹ NIL	₹ NIL
	Average Cost	₹ NIL	₹ NIL
3	Furnace Oil	NIL	NIL
4	Others/Internal Generation:		
	Rice Husk (Tonnes)	2074.440	1901.000
	Total Cost	₹ 5328900	₹ 5062181
	Average Cost	₹ 2568.84	₹ 2662.90

B CONSUMPTION PER UNIT OF PRODUCTION :

Sl.No.	Particulars	2018-19	2017-18
1	ELECTRICITY:		
	Cotton Seed	90.00 Units	95.07 Units
2	COAL:		
	Cotton Seed	-	-
3	Furnace Oil	-	-
4	RICE HUSK for Steam Generation:		
	Cotton Seed	50.38 Kgs	62.20 Kgs

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

5. Capital investment on energy conservation equipment: None

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

Continuous efforts are being made towards technology absorption, adaptation and innovation. Quality being the thrust area, the company has been taking 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:

--- None ---

C. FOREIGN EXCHANGE EARNINGS AND OUTGOINGS :

Your Directors wish to inform that the Company has exported **902.870** M.T. of Cotton Linters worth ₹ **132.45** lakhs during the year under review as against 606.540 M.T. worth ₹ 237.33 lakhs in the previous year.

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

[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, 2019 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, 2019 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) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (up to 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018): (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (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; Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (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.
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange Limited and the Uniform Listing Agreement entered with the said stock exchange pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable with effect from 01st December, 2015). 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. Whereas in terms of the provisions of Section 203 of the Companies Act, 2013, the Company was required to have certain Key Managerial Personnel (KMP). Whereas in terms of the provisions of Regulation 6 (1) A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entity shall appoint a qualified company secretary as the compliance officer. ***During the year up to 13th February 2019 the Company has not appointed a Company Secretary in terms of the provisions of Section 204 of the Companies Act, 2013 and Regulation 6. (1) A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.***
 2. Whereas in terms of the provisions of section 124 of the Companies Act, 2013 read with Rule 6 of IEPF Rules, 2016 all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred in the name of IEPF fund as per the procedure prescribed in Rule 6 of IEPF Rules, 2016. ***During the year the company has not transferred all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall in the name of IEPF fund/Authority as per the procedure prescribed in Rule 6 of IEPF Rules, 2016.***

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 about the schedule of 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 : 23rd May, 2019.

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 : 23rd May, 2019.

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

Annexure - IV TO THE BOARD'S 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 2018-19 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 2018-19 (Amount In Rs)	Ratio of remuneration of each Director/to median remuneration of employees	Remuneration of Directors During the F.Y 2017-18 (Amount In Rs)	% Increase/(Decrease) in Remuneration in the Financial Year 2018-19
1	Maddi Ramesh Managing Director	19,83,600	16.893	19,83,600	0.00
2	Maddi Venkateswara Rao Director	2,000	0.017	6,000	(66.67)
3	Maddi Lakshmaiah Chairman	8,000	0.068	8,000	0.00
4	V.V.S. Ravi Director	7,000	0.060	5,000	40.00
5	L.Shyam Prasad Director	15,000	0.128	10,000	50.00
6	R.Lakshmi Sarada Women Director	15,000	0.128	14,000	7.14

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- i) The Median Remuneration of Employees of the Company during the Financial Year was Rs. 1,17,420.
- ii) There were 162 permanent employees on the rolls of the Company as on 31st March, 2019.
- 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 2018-19, There was an increase of 1.06% 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) 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.
- vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ANNEXURE V TO THE DIRECTORS' REPORT**MANAGEMENT DISCUSSION AND ANALYSIS :**

1. This section shall include discussion on the following matters within the limits set by the listed entity's competitive position:

(a) INDUSTRY STRUCTURE AND DEVELOPMENTS :

Edible oils are the dietary source for energy, growth and healthy functioning of human life. In addition, edible oils put high emphasize on tasty food, improving texture of food items, increasing palatability of food, flavor of food maintenance. Thus, edible oils constitute an important component of food expenditure in house-holds. Edible oils comprised a dominant component of food expenditure in Indian kitchens. India is appropriate for growing all major oil seed crops due to its agro-ecological diversity. India has a wide range of oilseeds crops grown in its different agro climatic zones. Groundnut, mustard/rapeseed, sesame, safflower, linseed, niger seed /castor are the major traditionally cultivated oilseeds. Soya bean and sunflower have also assumed importance in recent years. Coconut is most important amongst the plantation crops. Among the non-conventional oils, rice bran oil and cottonseed oil are the most important. The Indian edible oil industry is composed of some 15,000 oil mills, 600 solvent extraction units, 250 vanaspati units and about 400 refining units. India is one of the largest producers and consumers of edible oils in the world.

India has the fifth largest edible oil economy in the world which accounts for 4% of global vegetable oil production, 12% of global consumption and 21% of globally traded volumes. Even though India occupies a prominent position in the global oilseeds production more than 70% of India's edible oil demand is met by imports and it is projected that India may need to import 14 million tonnes of edible oil by the year 2020. Indian Oilseed production is about 25-26 million tonnes leading to 10.75 million Ton of edible oil. This deficit of 14 million tonnes in demand and supply is met by imports. Consumption of major edible oils in India stood at 24.10 million tonnes (MT) in 2017, and was valued at Rs. 1.4 trillion. Domestic production met only 30% of that demand; the rest was imported. The demand for edible oils in India has shown a steady growth at a CAGR (Compound annual growth rate) of 5%.

Considering the importance of oilseeds, and the high level of imports, various oilseeds development schemes have been funded by the government to encourage cultivation of oilseeds and palm. There has been some progress in increasing the area under cultivation and improving yields, but the growth has been slow. Average yield of various oilseeds crops in India, though improved, is lower than world average and significantly lower than other major oilseeds producing nations. As area under oilseeds has been almost stagnant during the last decade, there is little scope for extension of area given the competing demands. Thus yield rates need to be stepped up significantly in order to Increase the production of oilseeds.

(b) OPPORTUNITIES AND THREATS :

As mentioned in the earlier Annual report, demand for edible oils in the domestic market is great and One of the trends emerging in the market that will have a positive impact on the growth of the market during the forecast period increasing the growth opportunities in the industry. But then, as per few market watch reports there are few hindering factors and one of the major factors hindering the growth of this market is fluctuating raw material price. Fluctuating price of raw material is one of the major challenges in the market. The fluctuation in the price is due to various reasons such as environmental factors, crop diseases, and others. A fluctuation in the price of raw materials may have an adverse impact on the growth of the market during the forecast period. However, the deficit between production and consumption of edible oils is increasing rapidly, even after importing millions of tons of oil creating more demand for the edible oil.

(c) SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE :

Presently the company has dealing in segments of seed processing and Wind turbine generators.

Seed Processing : The Company passed through a critical phase during the year under review in view of recession in the global economy, especially in the case of cotton related products. Chinese market for Indian cotton linters also suffered heavily, steep fall in international prices and resulted in loss of exports to this extent and made the company to carry on the unsold stocks. Cotton crop as such failed due to draught conditions in both in Andhra and Telangana Regions yielding low production which also suffered from pink boll worms. These conditions pushed raw material prices to a little more than viable levels. In spite of this, the company procured and processed 41,176 MT of cotton seed which is more than previous year volume of 38,580 MT during the year under review, utilizing the optimum capacities. This has resulted in earning better operational profit compared to the previous year. However as said above, due to carry over stocks of linters and other stocks, interest costs are higher in the current year.

Wind Turbine Generators : Wind power projects in Gujarat and Tamil Nadu States did not generate power as per the estimates because of bad weather conditions.

(d) OUTLOOK :

Increasing income, urbanization, changing food habits, and deeper penetration of processed foods will be key drivers of future consumption growth. Because of current stagnant domestic vegetable oil supplies, vegetable oil import volumes will continue to fill the majority of the supply-and-demand gap over the next decade.

However, vegetable oil consumption growth has been putting a lot of pressure on India's trade balance and budget due to the high dependence on imports. The Indian government might need to step up its efforts to increase domestic oilseed production or pursue other options, such as opening up to imports of GM oilseeds in order to cater to the country's rising vegetable oil demand.

(e) RISKS AND CONCERNS :

Owing to high import dependence, the edible oil prices in India are directly correlated to international oil price movements and currency movements that make profitability vulnerable to unexpected fluctuations.

The domestic edible oil prices are directly linked to the prices of imported palm and soybean oil due to heavy reliance on imports and their substitutability with other oil varieties. While mustard oil is almost entirely produced within the country, soya bean oil is imported in significant quantities (about 55%-70%). Palm oil is almost entirely imported in crude form (for refining in port-based refineries) as well as in refined form. Given the high volatility in international edible oil prices, domestic participants are exposed to the risk of unexpected squeeze on margins because of mismatch between the prices of raw materials and final products (which are both linked to domestic factors as well as global ones).

As the share of irrigated (by dams/canals/wells) area is low in India, most of the regions are dependent on monsoon rainfall. Even the irrigated areas are indirectly dependent on monsoons. Thus, production of oilseeds is negatively impacted in the years when there is a drought or deficient rainfall.

The profitability of edible oil companies is significantly influenced by regulatory changes and remains highly susceptible to the changes in the duty differential between import duties on crude and refined oil by the Government of India (GOI). Also, the profitability of these companies depends on the changes in the export tax levied by exporting countries, mainly Indonesia and Malaysia (that account for most of palm oil imports).

Focusing on Raw material Management, Supply chain management, Total Quality management, cost reduction and cost control are likely to be the key success determinants for players.

The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stake holders, including domestic farmers, industry, consumers etc. Your Company continues to place a strong emphasis on the risk management and has successfully introduced and adopted various measures for hedging the price fluctuations in order to minimize its impact on profitability. Also, your Company has initiated setting-up of a framework to upgrade itself to a robust risk management system.

The key determinants of business risk profile of the company are their ability to overcome the regulatory risk and agro-climatic conditions. Other operational factors include operating efficiency, product diversity, market position, and ability to secure raw material as well as the commodity price and forex-risk management systems.

Thus, your Directors are optimistic in utilizing the full production capacities to ensure better working results in the ensuing years. Government of India is also very much keen to enhance the MSP for all agricultural products to encourage, support and improve the farmers income, cotton crop will definitely be sown more in the season to come in India.

(f) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The Company has well-established processes and defined the roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility specific to the respective businesses. Adherence to these processes is ensured through frequent internal audits. The internal audits conducted are reviewed by the Audit Committee and requisite guidelines and procedures augment the internal controls. The internal control system is designed to ensure that financial and other records are reliable for preparing financial statements and other information which ensures that all transactions are properly reported and classified in the financial records.

(g) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE :

Cotton Seed is being processed on scientific basis and producing Edible Oil, De-oiled cake, Hulls and Linters. The Operational revenue of the company for the period under review increased to ₹ 9888.45 Lakhs as compared to ₹ 6815.27 Lakhs registering a growth rate of 45.07% on an annualized basis. The net profit for the financial year under report was ₹ 82.78 Lakhs as against ₹ (-) 576.76 Lakhs loss in the previous year.

(h) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED :

During the year, there was no considerable Material developments in Human Resources / Industrial Relations front, including number of people employed in your company. The management periodically reviews the risk management framework to identify the major business risks as applicable to the Company and works out their mitigation strategy, further the Company appointed Mrs. K. Ramya, Company Secretary, (ICSI MEMBERSHIP No : A35455) an associate member of the Institute of Company Secretaries of India has been appointed by the Board as a Whole Time Company Secretary, compliance officer and Key Managerial Person of the Company with effect from 14-02-2019.

CAUTIONARY STATEMENT :

Statements in the Boards' Report and Management Discussion and Analysis describing the Companies objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable security laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the company's operations include, among others, economic conditions effecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

2. DISCLOSURE OF ACCOUNTING TREATMENT :

Where in the preparation of financial statements, during the year there was no different treatment from that prescribed in an Accounting Standard has been followed, the fact shall be disclosed in the financial statements.

OTHER KEY FINANCIAL INDICATORS :

Ratios	2018-19	2017-18	Change	% Change
Debtors Turnover	16.49	19.65	3.16	16.08%
Inventory Turnover *	5.54	3.58	1.96	54.74%
Interest Coverage Ratio **	2.01	(-)	-	-
Current Ratio	1.24	1.14	0.10	8.77%
Debt Equity Ratio ^	0.35	0.52	0.17	(-) 32.69%
Operating Profit Margin (%) **	0.10	(-) 10.06	(-) 10.16	101.00%
Net Profit Margin (%) ^^	0.84	(-) 8.44	(-) 9.28	109.95%
Return on Net Worth #	7.50	(-) 53.32	60.82	114.07%

Notes: *Increase in inventory turnover was primarily on account of quick liquidation of stocks during the year in proportion to the turnover of the company in FY 2018-19. **The increase in Interest Coverage Ratio, Operating Profit Margins are improved primarily due to increase in processing volume, reasonable prices prevailed for raw materials and thereby the Company made Net Profit made by the Company during the year. ^As the Company is not having much debt, Debt Equity ratio is better in 2018-19. ^^Change in net profit margin is due to better crop availability in FY 2018-19, whereas in the year 2017-18, sudden cancellation of high value notes and GST implementation effected sudden fall in prices of inventory holdings and thus it caused the company to incur losses in 2017-18. # Return on Net worth is higher due to Net Profit made by the Company in F.Y. 2018-19 by 114.07%.

INDEPENDENT AUDITOR'S REPORT

**To the Members of
Coromandel Agro Products and Oils Limited**

Report on Audit of the Standalone Financial Statements**Opinion**

1. We have audited the standalone financial statements of Coromandel Agro Products and Oils Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2019 and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Cash Flow Statement for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").
2. In our opinion and to the best of our information and according to the explanation given to us, the aforesaid standalone financial statements gives the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis of Our Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit Matters ('KAM') are those that, in our professional judgment, were of most significance in our audit of standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined, depending on the facts and circumstances of the entity and the audit performed that there are no key audit matters to communicate as there are no significant audit judgements relating to areas in the financial statements that involved significant management judgement including accounting estimates that have been identified as having high estimation uncertainty.

Information Other than the Standalone Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and analysis and Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent

with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the standalone financial statements

4. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity, cash flows of the Company in accordance with the Indian Accounting Standards ('Ind AS') and other accounting principles generally accepted in India. This responsibility also includes 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 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
5. In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of Standalone Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the standalone financial statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that include our opinion. Reasonable assurance is the high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatement can arise due to fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
8. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:
 - Identify and assess risks of material misstatement of the standalone statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidences that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of the internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in circumstances. Under section 143(3)(i) of the Act, we are responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of the management's use the going concern basis of accounting and, based on the audit evidences obtained, whether any material uncertainty exists related to the events or conditions that may cast significant doubt on the Company's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures in adequate, to modify our opinion. Our conclusions are based on the audit evidences obtained up to the date of our auditor' report. However, future events or conditions may cause the Company to cease to continue as going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
9. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
11. We also provide those charged with governance with a statement that we have complied with the relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may be reasonably be thought to bear on our independence, and where applicable, related safeguards.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

13. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. 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 purpose of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, the Statement Profit and Loss, including other comprehensive income Statement of Changes in Equity and Statement of Cash Flow dealt with by this report are in agreement with the books of account;

- d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
- e) on the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- f) with respect to the adequacy of the internal financial controls with respect to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”, our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i) the company has disclosed the impact of pending litigations on its financial position in the standalone financial statements- Refer Note No.2.30 to the standalone financial statements.
- ii) the Company has no long-term contract including derivative contracts requiring disclosure of material foreseeable losses;
- iii) there has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company except to the delay reported in the Report of Practicing Company Secretary attached to the Board of Directors Report;
15. With respect to the matters to be included in the Auditor’s Report under section 197(16) :
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 read with Schedule V of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 read with Schedule V of the Act. The Ministry of Corporate affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For NATARAJA IYER & CO.
CHARTERED ACCOUNTANTS
ICAI FRN : 002413S

Sd/-
(E.SRI RANGANATH)
PARTNER
ICAI Membership No. 013924

Place : Chilakaluripet
Date : 23.05.2019

Annexure A to the Independent Auditor's Report of even date to the members of Coromandel Agro Products and Oils Limited on the standalone financial statements for the year ended 31st March 2019.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that :

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a reasonable period of years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.
- c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.

In respect of immovable properties been taken on lease and disclosed as Property, Plant and Equipment in the standalone financial statements, the lease agreements are in the name of the company.

- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year. No material discrepancies were noticed on the aforesaid verification.
- (iii) According to the information and explanation given 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) According to the information and explanation given to us, the company has not given any loans, investments, guarantees, and security, in terms of provisions of section 185 and 186 of the Companies Act, 2013, and hence the sub-clause (iv) is not applicable to the company for the year.
- (v) The Company has not accepted any deposits during the year and hence, in our opinion, the sub-clause (v) is not applicable to the company for the year.
- (vi) The Company has made and maintained cost records and accounts as specified by the Central Government under Section 148 of the Companies Act, 2013. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate / complete.
- (vii) (a) The company is generally regular in depositing the undisputed statutory dues including employees provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, Cess with the appropriate authorities;
According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, Employees' State Insurance, Income-tax, Goods and Service Tax, duty of Customs, Cess and other material statutory dues, were in arrears as at 31st March, 2019, for a period more than six months from the date they became payable.

(b) The net dues outstanding in respect of duty of excise on account of dispute are as follows :

Period	Forum where pending	Cess No.	Total Demand	Paid
01.11.2007 to 01.04.2008	CESTAT, SOUTHERN ZONE BENCH	CESTAT APPEAL NO. ST/1587/2010 dt 05.08.2010	(9,81,132)	to be received
01.01.2012 to 31.03.2012		CESTAT APPEAL MISC ORDER NO. 21180/2015 dt 27.07.2015	4,27,622	2,13,811
01.03.2011 to 28.02.2012		CESTAT NO. E/21557/2014-DB	15,59,197	15,59,197

- (viii) The Company has not defaulted in repayment of loans or borrowings to banks. The Company has no loans or borrowings payable to government and does not have any outstanding debentures.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable.
- (x) To the best of our knowledge and according to the information and explanation given to us, no material fraud by the Company or on the Company by its offers or employees has been noticed or reported during the period covered by our audit.
- (xi) In our opinion and according to the information and explanation given to us, managerial remuneration has been paid / provided by the Company in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013.
- (xii) The Company is not a Nidhi Company as per section 406 of the Companies Act, 2013 and hence the sub-clause (xii) is not applicable to the company.
- (xiii) According to the information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and details have been disclosed in the Financial Statements to the extent applicable.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and the sub-clause (xiv) is not applicable to the company for the year.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with them with regards to the provision of section 192. Hence the sub-clause (xv) is not applicable to the company for the year.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence, this clause is not applicable to this company.

For NATARAJA IYER & CO.
CHARTERED ACCOUNTANTS
ICAI FRN : 002413S

Sd/-
(E.SRI RANGANATH)
PARTNER
ICAI Membership No. 013924

Place : Chilakaluripet
Date : 23.05.2019

Annexure B to the Independent Auditors' Report of even date to the members of Coromandel Agro Products and Oils Limited on the standalone financial statements for the year ended 31st March, 2019

Independent Auditors' Report on the Internal Financial Controls Under Clause (i) of Sub-Section 3 of Section 143 of the Act :

In conjunction with our audit of the standalone financial statements of Coromandel Agro Products and Oils Limited (the Company) as at and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of the company as of that date.

Management's Responsibility For Internal Financial Controls :

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility :

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, and a guidance note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting :

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A Company's internal financial controls over financial reporting include those policies and procedures that:

- (a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting :

Because of the inherent limitations of Internal financial controls over financial reporting , including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion :

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal Control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For NATARAJA IYER & CO.
CHARTERED ACCOUNTANTS
ICAI FRN : 002413S

Sd/-
(E.SRI RANGANATH)
PARTNER

ICAI Membership No. 013924

Place : Chilakaluripet
Date : 23.05.2019

BALANCE SHEET AS AT 31ST MARCH, 2019

(Rupees)

Particulars	Note	As at	
		31st March, 2019	31st March, 2018
I. ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2.1	8,85,80,973	10,31,94,682
(b) Financial Assets			
(i) Investments	2.2	850	850
(c) Other non-current assets	2.3	1,21,86,468	1,24,83,690
Total Non-Current Assets		10,07,68,291	11,56,79,222
(2) Current assets			
(a) Inventories	2.4	17,85,01,746	19,02,12,940
(b) Financial Assets			
(i) Trade receivables	2.5	5,99,68,152	3,46,78,019
(ii) Cash and cash equivalents	2.6	2,62,454	15,02,489
(iii) Other Bank balances	2.7	1,42,337	3,24,995
(c) Current Tax Assets (Net)	2.8	8,04,792	15,85,275
(d) Other current assets	2.9	67,87,881	4,77,51,517
Total Current Assets		24,64,67,363	27,60,55,235
Total Assets		34,72,35,654	39,17,34,457
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	2.10	79,00,000	79,00,000
(b) Other Equity (Refer SOCE)		10,24,13,080	10,02,63,539
Total Equity		11,03,13,080	10,81,63,539
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	2.11	3,36,91,842	3,09,18,740
(b) Deferred tax liabilities (Net)	2.12	49,37,038	1,08,92,382
Total Non-Current Liabilities		3,86,28,880	4,18,11,122
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	2.13	16,37,03,539	18,97,15,664
(ii) Trade payables	2.14	1,83,83,055	2,12,35,322
(iii) Other financial liabilities	2.15	1,42,337	1,15,62,450
(b) Other current liabilities	2.16	1,60,64,764	1,92,46,360
Total Current Liabilities		19,82,93,694	24,17,59,796
Total Equity and Liabilities		34,72,35,654	39,17,34,457
Significant Accounting Policies	1		
Notes on Accounts	2		

The accompanying notes are an integral part of financial statements

For and on behalf of the board

As per our report attached
for NATARAJA IYER & CO.,
Chartered Accountants
ICAI FRN : 002413S

Sd/-
(E.SRI RANGANATH)
Partner
M.No : 013924

Sd/-
(MEADEM SEKHAR)
Whole Time Director & CEO (Din No. 02051004)

Sd/-
(MADDI VENKATESWARA RAO)
Director (Din No.00013393)

Sd/-
(KOTHURI SATYANARAYANA)
Chief Financial Officer

Place : CHILAKALURIPET
Date : May 23, 2019.

Sd/-
(K. RAMYA)
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rupees)

Particulars	Note	For the Year Ended	
		31st March 2019	31st March 2018
Revenue From Operations(Gross)	2.17	98,88,44,861	68,16,49,856
Other Income	2.18	18,45,907	16,34,644
Total Income		99,06,90,768	68,32,84,500
EXPENSES			
Cost of materials consumed	2.19	85,20,18,910	52,16,33,174
Changes in inventories of Finished Goods	2.20	54,12,574	11,78,94,807
Excise duty on sales		-	1,22,711
Employee benefits expense	2.21	1,52,99,269	1,66,39,097
Finance costs	2.22	1,66,51,327	1,72,43,239
Depreciation and amortization expense	2.23	85,14,333	1,01,96,844
Other expenses	2.24	8,99,17,900	6,66,14,802
Total expenses		98,78,14,313	75,03,44,675
Profit before tax		28,76,455	(6,70,60,175)
Tax Expense:			
(1) Current tax	2.12	5,53,430	-
(2) Deferred tax	2.12	(59,55,344)	(93,83,580)
Total Tax Expense		(54,01,914)	(93,83,580)
Profit after Tax		82,78,369	(5,76,76,595)
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the period		82,78,369	(5,76,76,595)
Earnings per equity share			
(1) Basic Earnings Per Share (Rs.)	2.25	10.48	(73.01)
(2) Diluted Earnings Per Share (Rs.)	2.25	10.48	(73.01)
Significant Accountintg Policies	1		
Notes on Accounts	2		
The accompanying notes are an integral part of financial statements			

For and on behalf of the board

As per our report attached
for NATARAJA IYER & CO.,
Chartered Accountants
ICAI FRN : 002413S

Sd/-
(E.SRI RANGANATH)
Partner
M.No : 013924

Sd/-
(MEADEM SEKHAR)
Whole Time Director & CEO (Din No. 02051004)

Sd/-
(MADDI VENKATESWARA RAO)
Director (Din No.00013393)

Sd/-
(KOTHURI SATYANARAYANA)
Chief Financial Officer

Place : CHILAKALURIPET
Date : May 23, 2019.

Sd/-
(K. RAMYA)
Company Secretary

STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH 2019

A. CHANGES IN EQUITY SHARE CAPITAL

Particulars	(Rupees)	
	As at	
	31st March, 2019	31st March, 2018
Outstanding at the beginning	79,00,000	79,00,000
Changes in equity share capital during the year	-	-
Outstanding at the end	79,00,000	79,00,000

B. CHANGES IN OTHER EQUITY

For the year ended 31st March, 2019

Particulars	Reserves and Surplus					Other Comprehensive Income Actuarial Gain/(Loss) and Revaluation surplus/(deficit)	Total
	Retained Earnings	General Reserve	Capital Reserve	Revaluation Reserve	Capital Redemption Reserve		
As at 1st April, 2018	4,10,25,365	5,33,37,268	51,62,375	-	6,00,000	1,38,531	10,02,63,539
Profit / (Loss) for the Year	82,78,369	-	-	-	-	-	82,78,369
Transfer from PPE	(61,28,828)	-	-	-	-	-	(61,28,828)
	-	-	-	-	-	-	-
As at 31st March, 2019	4,31,74,906	5,33,37,268	51,62,375	-	6,00,000	1,38,531	10,24,13,080

For and on behalf of the board

As per our report attached
for NATARAJA IYER & CO.,
Chartered Accountants
ICAI FRN : 002413S

Sd/-
(E.SRI RANGANATH)
Partner
M.No : 013924

Sd/-
(MEADEM SEKHAR)
Whole Time Director & CEO (Din No. 02051004)

Sd/-
(MADDI VENKATESWARA RAO)
Director (Din No.00013393)

Sd/-
(KOTHURI SATYANARAYANA)
Chief Financial Officer

Sd/-
(K. RAMYA)
Company Secretary

Place : CHILAKALURIPET
Date : May 23, 2019.

2.1 PROPERTY, PLANT AND EQUIPMENT

Following are the changes in the carrying value of Property, Plant and Equipment for the year ended 31st March, 2019

(Rupees)

Description of Assets	Gross Carrying Value as at 01.04.2018	Additions during the year	Disposals / Adjustments during the year	Gross Carrying Value as at 31.03.2019	Accumulated depreciation as at 01.04.2018	Depreciation Adjustment (Refer 2.1.2)	Depreciation for the year	Accumulated depreciation on disposals / adjustments during the year	Accumulated depreciation as at 31.03.2019	Carrying Value as at 31.03.2019	Carrying Value as at 31.03.2018
Land -freehold	44,66,858	-	-	44,66,858	-	-	-	-	-	44,66,858	44,66,858
Land and site Development - leasehold											
- Oil	10,92,769	-	-	10,92,769	16,582	-	18,880		35,462	10,57,307	10,76,187
- WTG	16,25,341	-	-	16,25,341	2,64,461	(78,716)	1,19,966		3,05,710	13,19,631	13,60,880
Building	1,51,56,049	-	-	1,51,56,049	23,27,181	50,20,954	6,43,435		79,91,570	71,64,479	1,28,28,868
Plant and Machinery	3,53,93,903	-	-	3,53,93,903	1,02,86,462	11,90,292	39,92,730		1,54,69,484	1,99,24,419	2,51,07,441
Wind Turbine Generators	6,39,13,809	-	-	6,39,13,809	67,77,027	-	35,32,665		1,03,09,692	5,36,04,117	5,71,36,782
Electrical Equipment	500	-	-	500	-	-	-		-	500	500
Furniture & Fittings	11,130	-	-	11,130	4,248	-	1,034		5,282	5,848	6,882
Laboratory Equipment	200	-	-	200	4,62,576	-	-		4,62,576	(4,62,376)	(4,62,376)
Vehicles	15,31,524	-	-	15,31,524	-	-	1,99,271		1,99,271	13,32,253	15,31,524
Computers	3,41,442	29,453	-	3,70,895	2,00,306	(3,700)	6,352		2,02,958	1,67,937	1,41,136
Total	12,35,33,525	29,453	-	12,35,62,978	2,03,38,843	61,28,830	85,14,333	-	3,49,82,005	8,85,80,973	10,31,94,682
Previous year total	12,33,85,873	1,47,652	-	12,35,33,525	1,01,41,999	-	1,01,96,844	-	2,03,38,843	10,31,94,682	

2.1.1) Following assets have been reclassified during the year:

	Land	Building	Land and Site development - WTG	Furniture and Fittings	Computers
Gross carrying value as per last year balance sheet	-	1,85,11,907	27,36,341	3,52,572	-
Reclassified to Land	44,66,858	(33,55,858)	(11,11,000)	-	
Reclassified to computers	-	-	-	(3,41,442)	3,41,442
Gross carrying value after reclassification as at 31.03.18	44,66,858	1,51,56,049	16,25,341	11,130	3,41,442

2.1.2) The Assets carrying value were reassessed as at 01.04.2018 and as a result it was found the assets carrying value was overvalued by Rs. 61,28,830/-. To that extent the carrying value of the assets have been reduced and the amount was adjusted with the opening retained earnings of the company

2.1.3) 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 comencing from 12.12.1975.

(Rupees)

Particulars	As At	
	31st March, 2019	31st March, 2018
2.2 INVESTMENTS		
Other investments		
Post office saving certificate (Deposited with District Supply Office)	850	850
Total	850	850
2.3 OTHER NON-CURRENT ASSETS		
Security Deposits (Unsecured, Considered Good)	1,21,86,468	1,24,83,690
Total	1,21,86,468	1,24,83,690
2.4 INVENTORIES		
(At lower of Cost or net realisable value)		
Raw Materials	48,90,214	68,08,156
Finished Goods	14,88,66,173	15,42,78,747
Stores and Spares	2,42,40,064	2,86,12,210
Loose Tools	5,05,295	5,13,827
Total	17,85,01,746	19,02,12,940
2.5 TRADE RECEIVABLES		
Unsecured, considered good		
Of the above, Trade Receivables from:		
– Others	5,99,68,152	3,46,78,019
Total	5,99,68,152	3,46,78,019
2.6 CASH & CASH EQUIVALENTS		
Balances with Banks	63,494	12,48,268
Cash on hand	1,98,960	2,54,221
Total	2,62,454	15,02,489
2.7 OTHER BANK BALANCES		
Earmarked balances with banks - Unpaid/Unclaimed	1,42,337	3,24,995
Total	1,42,337	3,24,995
2.8 CURRENT TAX ASSETS (NET)		
Advance Tax	11,19,065	14,24,211
TDS Receivable	2,39,157	1,61,064
Less: Provision for Tax for the year	5,53,430	-
Total	8,04,792	15,85,275

(Rupees)

Particulars	As At	
	31st March, 2019	31st March, 2018
2.9 OTHER CURRENT ASSETS		
Advances to Suppliers	19,565	36,587
Advances for expenses	20,29,431	24,95,461
Advances for others	40,80,125	4,46,34,607
Others	6,58,760	5,84,862
Total	67,87,881	4,77,51,517

2.10 EQUITY SHARE CAPITAL**Authorised:**

Equity Shares: 14,00,000 (PY 14,00,000) of Rs. 10/- par value	1,40,00,000	1,40,00,000
Preference Shares: 10,000 (PY 10,000) of Rs. 100/- par value	10,00,000	10,00,000
Total	1,50,00,000	1,50,00,000

Issued:

Equity Shares: 8,90,000 (PY 8,90,000) of Rs. 10/- par value	89,00,000	89,00,000
Total	89,00,000	89,00,000

Subscribed and Paid-Up:

Equity Shares: 7,90,000 (PY 7,90,000) of Rs. 10/- par value	79,00,000	79,00,000
Total	79,00,000	79,00,000

The Company has issued only one class of shares referred to as Equity Shares having a par value of Rs. 10/- Each Equity Shareholder is entitled to one vote per share

(i) Equity Shareholders holding more than 5% shares:

Name	As at 31st March 2019		As at 31st March 2018	
	Number of	% of	Number of	% of
	Shares held	Shareholding	Shares held	Shareholding
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

(ii) Reconciliation of the number of shares outstanding and the amount of share capital :

Description	As at 31st March 2019		As at 31st March 2018	
	No. of	Share Capital	No. of	Share Capital
	Shares	in Rs.	Shares	in Rs.
Number of equity shares at the beginning	7,90,000	79,00,000	7,90,000	79,00,000
Movement in equity during the year	-	-	-	-
Number of equity shares at the closing	7,90,000	79,00,000	7,90,000	79,00,000

In the last 5 years, the Company has not :

- allotted any shares as fully paid up pursuant to contract(s) without payment being received in Cash
- allotted any bonus shares,
- bought back its shares.

PROPOSED DIVIDEND ON EQUITY SHARES NOT RECOGNISED

Particulars	2018-19	2017-18
Final Dividend	-	-
Dividend Distribution Tax	-	-
Total	-	-

(Rupees)

Particulars	As At	
	31st March, 2019	31st March, 2018
2.11 BORROWINGS		
Loan from Others (Unsecured) - Related Party	3,36,91,842	3,09,18,740
Total	3,36,91,842	3,09,18,740
2.12 CURRENT TAX AND DEFERRED TAX		
(a) Deferred Tax		
Deferred Tax Liabilities		
– On Property, Plant & Equipment	1,85,14,555	1,08,92,382
– On Business Loss	(1,29,60,845)	-
– On MAT Credit	(5,53,430)	-
– On Provision for Leave encashment	(63,242)	-
Total	49,37,038	1,08,92,382
(b) Income Tax recognised in Profit and Loss		
Current Tax	5,53,430	-
Deferred Tax	(59,55,344)	(93,83,580)
Total Income Tax expense	(54,01,914)	(93,83,580)
(c) Reconciliation of Income Tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarised below :		
Profit before tax	28,76,455	-
Expected Tax Rate in India	19.24%	26.00%
Computed Tax Expenses	5,53,430	-
Income not considered for tax purposes	-	-
Effect of estimated non-deductible expenses	-	-
Others (including temporary difference)	-	-
Income Tax expense recognised in profit and loss	5,53,430	-
2.13 BORROWINGS		
Loans repayable on demand(Secured)		
–from banks	16,37,03,539	18,97,15,664
Loan from bank is 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. Ramesh, Managing Director, Sri M. Lakshmaiah, Promoter Director and Sri M. Venkateswara Rao, Director in their individual capacities.		
Total	16,37,03,539	18,97,15,664
2.14 TRADE PAYABLES		
Trade payable - Micro, Small and Medium enterprises	-	-
Trade payable - Other than Micro, Small and Medium enterprises	1,83,83,055	2,12,35,322
Total	1,83,83,055	2,12,35,322
2.15 OTHER FINANCIAL LIABILITIES		
Current maturity of Long Term Debts	-	1,12,37,455
Unpaid / Unclaimed Dividend*	1,42,337	3,24,995
Total	1,42,337	1,15,62,450
* There is no amount due and outstanding to be credited to Investor Education and Protection Fund as on 31st March, 2019.		
2.16 OTHER CURRENT LIABILITIES		
Advances received from customers	26,69,202	53,11,835
Other payables	1,33,95,562	1,39,34,525
Total	1,60,64,764	1,92,46,360

	(Rupees)	
Particulars	31st March 2019	31st March 2018
2.17 REVENUE FROM OPERATIONS		
Revenue from sale of products (including excise duty)	98,88,44,861	68,16,49,856
Total	98,88,44,861	68,16,49,856
2.18 OTHER INCOME		
Interest on Deposits	10,85,553	6,39,320
Insurance Claims	3,82,217	3,37,798
Other non-operating income	83,552	21,598
Contract Settlement	-	1,62,000
Export Incentive	70,369	4,73,928
Sundry Credit Balances written back	1,21,990	-
Excess Provision written back	1,02,226	-
Total	18,45,907	16,34,644
2.19 COST OF MATERIALS CONSUMED		
Opening stock	3,54,20,366	4,95,08,534
Add: Purchases	83,15,63,475	50,75,45,006
	<u>86,69,83,841</u>	<u>55,70,53,540</u>
Less:		
Closing Stock	1,49,64,931	3,54,20,366
Total	85,20,18,910	52,16,33,174
2.20 CHANGES IN INVENTORIES OF FINISHED GOODS		
Finished Goods		
Opening Stock	15,42,78,747	27,21,73,554
Less: Closing Stock	14,88,66,173	15,42,78,747
Total	54,12,574	11,78,94,807
2.21 EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and Bonus (including Overtime, Exgratia and Gratuity)	1,18,70,366	1,23,94,854
Contribution to provident funds	13,42,869	13,81,928
Workmen and Staff welfare expenses	20,86,034	28,62,315
Total	1,52,99,269	1,66,39,097
2.22 FINANCE COSTS		
Interest expense		
(a) Interest on		
i) Secured working capital loan	1,15,78,071	1,34,44,070
ii) Interest on unsecured loans	<u>46,22,899</u>	<u>19,92,332</u>
(b) Interest on Term Loan	4,50,357	18,06,837
Total	1,66,51,327	1,72,43,239
2.23 DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation and Amortisation Expenses for the year	85,14,333	1,01,96,844
Total	85,14,333	1,01,96,844

	(Rupees)	
Particulars	31st March 2019	31st March 2018
2.24 OTHER EXPENSES		
Manufacturing Expenses		
Power & Diesel Consumed	2,81,84,860	2,55,74,793
Rice Husk & Coal Consumed	53,29,365	50,62,181
Material Handling Charges	<u>15,43,036</u>	<u>9,28,774</u>
	3,50,57,261	3,15,65,748
Repairs & Maintenance		
Machinery	80,86,728	33,15,042
Wind Turbine Generators	24,67,156	21,26,672
Building	<u>60,770</u>	<u>76,598</u>
	1,06,14,653	55,18,312
Administrative Expenses		
Advertisement Expenses	34,812	-
Rent	38,596	27,000
Insurance	10,78,574	12,55,511
Travelling	4,47,470	4,41,226
Rates & Taxes	8,48,280	7,29,297
Bank Charges	1,90,675	1,58,848
Printing and Stationery	1,12,297	1,26,206
Legal & Professional Charges	5,27,170	5,13,550
Directors' Sitting Fees	47,000	43,000
Managing Director's Remuneration & Commission	18,00,000	18,00,000
Loose Tools written off	37,956	12,763
Telephone and Postage Expenses	1,47,330	2,60,505
Subscription and periodicals	82,662	3,75,477
Office Expenses	3,45,605	2,78,255
Advances written off	4,04,882	-
Vehicle Maintenance	4,58,561	4,69,143
Other Expenses	<u>2,04,545</u>	<u>3,04,697</u>
	68,06,415	67,95,477
Auditor's Remuneration		
Audit Fee	1,62,000	1,00,000
Reimbursement of Expenses	<u>21,719</u>	<u>19,512</u>
	1,83,719	1,19,512
Sales Expenses		
Carriage Outwards	3,27,89,631	2,12,10,079
Export Expenses	18,07,152	3,27,611
Other Sales Expenses	<u>26,59,069</u>	<u>10,78,063</u>
	3,72,55,852	2,26,15,752
Total	8,99,17,900	6,66,14,802

2.25 EARNING PER SHARE

Particulars	31st March 2019	31st March 2018
Profit for the year	82,78,369	(5,76,76,595)
Profit for the year for diluted earning per share	82,78,369	(5,76,76,595)
Weighted average number of Ordinary Equity Shares used in Computing basic earning per share	7,90,000	7,90,000
Weighted average number of Ordinary Equity Shares used in Computing diluted earning per share	7,90,000	7,90,000
Basic earning per share (Rs.) (Face Value of Rs. 10 per share)	10.48	(73.01)
Diluted earning per share (Rs.)	10.48	(73.01)

2.27 FINANCIAL INSTRUMENTS**Capital Management**

Company's capital management objectives are to:

- ensure the company's ability to continue as a going concern
- provide an adequate return to shareholders by pricing products and services commensurately with the level of risk

For the purposes of the Company's Capital Management, capital includes issued capital and all other equity reserves. Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of financial covenants.

(Rupees)

Particulars	As At	
	31st March, 2019	31st March, 2018
Equity Share Capital	79,00,000	79,00,000
Other Equity Reserves	10,24,13,080	10,02,63,539
Total	11,03,13,080	10,81,63,539

Categories of Financial Assets and Financial Liabilities as at 31st March 2019 :

(Rupees)

Particulars	Amortised Cost	Fair Value through Profit or Loss	Fair Value through OCI	Total Carrying Value	Total Fair Value
Current Assets					
Trade Receivables	-	-	-	5,99,68,152	-
Cash & Cash Equivalents	-	-	-	2,62,454	-
Other Bank balances	-	-	-	1,42,337	-
Total Financial Assets	-	-	-	6,03,72,943	-
Current Liabilities					
Trade Payables	-	-	-	1,83,83,055	-
Other Financial liabilities	-	-	-	1,42,337	-
Total Financial Liabilities	-	-	-	1,85,25,392	-

As at 31st March, 2018 :

(Rupees)

Particulars	Amortised Cost	Fair Value through Profit or Loss	Fair Value through OCI	Total Carrying Value	Total Fair Value
Current Assets					
Trade Receivables	-	-	-	3,46,78,019	-
Cash & Cash Equivalents	-	-	-	15,02,489	-
Other Bank balances	-	-	-	3,24,995	-
Total Financial Assets	-	-	-	3,65,05,503	-
Current Liabilities					
Trade Payables	-	-	-	2,12,35,322	-
Other Financial liabilities	-	-	-	1,15,62,450	-
Total Financial Liabilities	-	-	-	3,27,97,772	-

Financial Risk Management Framework :

Company's activities expose it to financial risks viz credit risk and liquidity risk.

Credit Risk

Based on the overall credit worthiness of Receivables, coupled with their past track record, Company expects No / Minimum risk with regards to its outstanding receivables. Also, there is a mechanism in place to periodically track the outstanding amount and assess the same with regards to its realisation. Company expects all the debtors to be realised in full, and accordingly, no provision has been made in the books of accounts for doubtful receivables.

Liquidity risk :**(i) Liquidity Risk management**

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and by continuously monitoring and forecasting actual cash flow and by matching the maturity profiles of financial assets and liabilities.

(ii) Maturities of Financial Liabilities

The following tables contains details of the Company's remaining contractual maturities for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the earliest date on which the Company can be required to pay. Financial Liabilities include Trade Payables, Capital Purchases, Unpaid / Unclaimed Dividends etc., which are in the normal course of business having maturity plan of less than one year and non interest bearing.

(Rupees)

Particulars	Less than 1 Year	1-3 years	3 years to 5 years	5 years and above
31st March, 2019				
Long Term Borrowings	-	3,36,91,842	-	-
Short Term Borrowings	16,37,03,539	-	-	-
Trade Payables	1,83,83,055	-	-	-
Other Financial Liabilities	1,42,337	-	-	-
Total	18,22,28,930	3,36,91,842	-	-
31st March, 2018				
Long Term Borrowings	-	3,09,18,740	-	-
Short Term Borrowings	18,97,15,664	-	-	-
Trade Payables	2,12,35,322	-	-	-
Other Financial Liabilities	1,15,62,450	-	-	-
Total	22,25,13,436	3,09,18,740	-	-

As at 31st March, 2019, the Company had a working capital of Rs.4,80,87,513/- Including cash and bank balance & bank deposits of Rs. 4,04,791/-

As at 31st March, 2018, the Company had a working capital of Rs.3,42,95,439/- Including cash and bank balance & bank deposits of Rs. 18,27,484/-

(iii) Financial arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

(Rupees)

Particulars	31st March 2019	31st March 2018
Secured Bank Overdraft facility :		
- Expiring within one year	5,62,96,461	3,02,84,336
- Expiring beyond one year	-	-
Total	5,62,96,461	3,02,84,336

2.28 EMPLOYEE BENEFITS**Defined Contribution plan - as on 31st March, 2019**

(Rupees)

Particulars	31st March 2019	31st March 2018
Assumptions taken by the LIC :		
Discount Rate	7.50%	7.50%
Salary Escalation	7.00%	7.00%

2.29 RELATED PARTY TRANSACTIONS

List of related parties with whom transactions have taken place during the year :

i) Related Companies :

a) K.S. Subbaiah Pillai and Co (India) Ltd

ii) Key Managerial Personnel :

- a) Sri. M. Ramesh -- Managing Director
b) Sri. K. Satyanarayana -- Chief Financial Officer
c) Sri. K. Ramya -- Company Secretary

Details of transactions between the Company and its related parties are disclosed below:

(Rupees)

Particulars	As at 31st March 2019	As at 31st March 2018
i) Related Companies	-	-
ii) Key Managerial Personnel		
a) Remuneration and Commission		
Sri M. Ramesh	19,83,600	19,83,600
Sri K. Satyanarayana	9,47,923	9,43,128
Smt K. Ramya	38,392	-
b) Unsecured Loan taken during the year		
Sri M. Ramesh	2,06,12,493	3,00,00,000
c) Unsecured Loan repaid during the year		
Sri M. Ramesh	2,24,62,290	-
K.S. Subbaiah Pillai and Co (India) Ltd	-	2,09,71,571
d) Unsecured Loan Outstanding as at 31 March		
Sri M. Ramesh	3,36,91,842	3,09,18,740
e) Interest on Unsecured Loan		
Sri M. Ramesh	46,22,899	10,20,822
K.S. Subbaiah Pillai and Co (India) Ltd	-	9,71,510

2.30 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR) : (Rupees)

Particulars	As At	
	31st March, 2019	31st March, 2018
Contingent Liabilities		
Claims against the company not acknowledged as debts		
Excise Matters in dispute	15,59,197	15,59,197
Service Tax matters in dispute	2,13,811	5,27,963
Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances and deposits)	-	-
Outstanding Bank Guarantees	-	-

2.31 WHILE LETTERS FOR CONFIRMATION OF BALANCE OF SUNDRY CREDITORS, SUNDRY DEBTORS AND MATERIAL LYING WITH VENDORS HAVE BEEN SENT, ONLY FEW RESPONDED. REST ARE SUBJECT TO RECONCILIATION.**2.32 PARTICULARS OF MANAGING DIRECTOR'S REMUNERATION AND OTHER PAYMENTS : (Rupees)**

Particulars	As at 31st	As at 31st
	March 2019	March 2018
A Following amounts were paid to the Managing Director/Executive Director during the year : M.D. Remuneration:		
1 Salary	18,00,000	18,00,000
2 Employer's Contribution to Provident Fund & Superannuation Fund	1,83,600	1,83,600
	<u>19,83,600</u>	<u>19,83,600</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	28,76,455	(6,70,60,175)
Add: Provision for Taxes	(54,01,914)	(93,83,580)
Profit in accordance with Sec. 198 @5% thereof	82,78,369	(5,76,76,595)
Remuneration payable in accordance with Sec 197 @ 5% thereof	4,13,918	-
However the remuneration paid is in accordance with and within the limits specified in Schedule V read with Section 197 of the Companies Act, 2013		
Salary paid/ payable to Managing Director	18,00,000	18,00,000
Commission payable to Managing Director	-	-
B Travelling Expenses include NIL paid to Managing Director (Previous Year NIL) and Rs. 1,30,000 paid to other Directors (Previous Year Rs. 1,42,000)		

2.33 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, 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 31.03.19			For the Year ended 31.03.18		
	Seed Processing	Wind Turbine Generators	Total	Seed Processing	Wind Turbine Generators	Total
Revenue	98,05,49,943	82,94,918	98,88,44,861	67,61,38,046	55,11,810	68,16,49,856
Profit / Loss Before interest and Tax	1,76,46,367	18,81,415	1,95,27,782	(4,96,11,167)	(2,05,769)	(4,98,16,936)
Interest	1,62,00,970	4,50,357	1,66,51,327	1,54,36,402	18,06,837	1,72,43,239
Tax	1,08,27,819	(54,25,905)	54,01,914	(2,90,89,361)	1,97,05,781	(93,83,580)
Profit/ Loss after tax	1,22,73,216	(39,94,847)	82,78,369	(3,59,58,208)	(2,17,18,387)	(5,76,76,595)
Other Information:						
Assets	29,12,00,906	5,60,34,748	34,72,35,654	33,21,25,795	5,96,08,662	39,17,34,457
Liabilities	22,26,42,698	1,42,79,876	23,69,22,574	25,10,17,433	3,09,43,236	28,19,60,669
Capital Expenditure	29,453	-	29,453	1,47,652	-	1,47,652
Depreciation and Ammortisation	48,42,822	36,71,511	85,14,333	68,69,999	33,26,845	1,01,96,844

2.34 PARTICULARS IN RESPECT OF REVENUE FROM OPERATIONS :

SL No.	Particulars	For the Year Ended 31.03.19		For the Year Ended 31.03.18	
		Quantity (M.T.)	Value (Rs.)	Quantity (M.T.)	Value (Rs.)
1	Cotton Seed Oil	5600.260	38,72,74,115	4345.625	27,77,54,696
2	Cotton Seed Cake	20852.911	43,87,19,863	17571.053	31,13,89,710
3	Cotton Seed Hulls	14185.840	13,07,95,343	8819.380	5,24,93,005 *
4	Linters 1st Cut	485.920	70,43,938	398.405	1,32,94,989 *
5	Linters 2nd Cut	502.020	73,91,829	404.580	1,58,30,589 *
6	Cotton Seed Soap Stock	1062.420	83,35,605	418.590	44,05,755
7	Cotton Seed Acid Oil	242.190	9,76,010	140.220	9,53,747
8	Cotton Seed Sludge Oil	13.240	13,240	15.555	15,555
9	W.T.G. Units		82,94,918		55,11,810
	TOTAL		98,88,44,861		68,16,49,856

* These items include export turnover of Rs.1,32,44,788 /- during the year (Rs.2,45,89,922/- Previous Year)

2.35 ANALYSIS OF RAW MATERIAL CONSUMED :

SL No.	Particulars	For the Year Ended 31.03.19		For the Year Ended 31.03.18	
		Quantity (M.T.)	Value (Rs.)	Quantity (M.T.)	Value (Rs.)
1	Cotton Seed	41175.649	82,95,16,862	30563.838	50,19,60,422
2	Cotton Seed Exp. Washed Oil	-	-	85.525	46,55,434
3	Others		1,98,14,097		1,50,17,319
	TOTAL		84,93,30,959		52,16,33,174

2.36 VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS, COMPONENTS, STORES AND SPARES ETC. CONSUMED AND PERCENTAGE OF EACH IN TOTAL CONSUMPTION :

SL No.	Particulars	For the Year Ended 31.03.19		For the Year Ended 31.03.18	
		%age	Value (Rs.)	%age	Value (Rs.)
1	Raw Materials				
	- Indigenous	100	82,96,08,012	100	52,05,42,340
	- Imported	-	-	-	-
2	Stores & Spares				
	- Imported	-	-	-	-
	- Indigenous	100	2,24,10,899	100	10,90,834

2.37 EXPORT EARNINGS IN FOREIGN CURRENCY :

SL No.	Particulars	For the Year Ended 31.03.19		For the Year Ended 31.03.18	
		Value (Rs.)	Value (Rs.)	Value (Rs.)	Value (Rs.)
1	Export Turnover on FOB Basis	1,32,44,788		2,45,89,922	

2.38 VALUE OF IMPORTS ON CIF BASIS :

SL No.	Particulars	For the Year Ended 31.03.19		For the Year Ended 31.03.18	
		Value (Rs.)	Value (Rs.)	Value (Rs.)	Value (Rs.)
1	Spares	-	-	-	-

2.39 DISCLOSURES REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 :

Micro, Small and Medium Enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro, Small and Medium Enterprises which are outstanding for more than the stipulated period are given below:

Particulars	(Rupees)	
	For the Year Ended 31.03.19	For the Year Ended 31.03.18
(a) Dues remaining unpaid as at 31st March		
- Principal	-	-
- Interest on the above	-	-
(b) Interest paid in terms of Section 16 of the Act along with the amount of payment made to the supplier beyond the appointed date during the year:		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of the Act	-	-
(c) Amount of interest due and payable for the period of delay in payments made beyond the appointed date during the year	-	-
(d) Further interest due and payable even in succeeding year, until such date when the interest due as above are actually paid to the small enterprises	-	-
(e) Amount of interest accrued and remaining unpaid as at 31st March.	-	-

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2019

	(Rupees)	
Particulars	31st March 2019	31st March 2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax for the year	28,76,455	(6,70,60,175)
Adjustments for :		
Depreciation and amortisation	85,14,333	1,01,96,844
Interest Paid	1,66,51,327	1,72,43,239
Operating Profit Before Working Capital Changes	2,80,42,115	(3,96,20,092)
Movements in Working Capital:		
(Increase)/Decrease in Trade Receivables	(2,52,90,133)	(1,26,69,631)
(Increase)/Decrease in Inventories	1,17,11,194	13,19,26,179
(Increase)/Decrease in Other Current Assets	4,09,63,636	49,49,470
(Increase)/Decrease in Other Bank Balances	1,82,658	1,15,985
Increase/(Decrease) in Trade Payables	(28,52,269)	(91,08,287)
Increase/(Decrease) in Other Financial Liabilities	(1,14,20,113)	(20,18,530)
Increase/(Decrease) in Short Term Borrowings	(2,60,12,125)	(7,45,49,500)
Increase/(Decrease) in Other Current Liabilities	(31,81,596)	(19,37,895)
Cash Generated from Operations	1,21,43,365	(29,12,301)
Income taxes paid (Net of refund)	2,27,056	(63,932)
Net Cash Generated from Operating Activities	1,23,70,421	(29,76,233)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(29,453)	(1,47,652)
(Increase)/Decrease in Deposits	2,97,222	-
Net Cash (used in) / Generated from Investing Activities	2,67,769	(1,47,652)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	27,73,102	1,95,64,522
Interest and Finance Charges paid	(1,66,51,327)	(1,72,43,239)
Net Cash used in Financing Activities	(1,38,78,225)	23,21,283
Net Increase / (Decrease) in Cash and Cash Equivalents	(12,40,035)	(8,02,602)
Cash and Cash Equivalents at the beginning of the year	15,02,488	23,05,090
Cash and Cash Equivalents at the end of the year	2,62,454	15,02,488

For and on behalf of the board

As per our report attached
for NATARAJA IYER & CO.,
Chartered Accountants
ICAI FRN : 002413S

Sd/-
(E.SRI RANGANATH)
Partner
M.No : 013924

Place : CHILAKALURIPET
Date : May 23, 2019.

Sd/-
(MEADEM SEKHAR)
Whole time Director & CEO (Din No. 02051004)

Sd/-
(MADDI VENKATESWARA RAO)
Director (Din No.00013393)

Sd/-
(KOTHURI SATYANARAYANA)
Chief Financial Officer

Sd/-
(K. RAMYA)
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**NOTE [1] – SIGNIFICANT ACCOUNTING POLICIES****1.COMPANY INFORMATION**

Coromandel Agro Products and Oils Limited (CAPOL) is a Public Limited company incorporated and domiciled in India. CAPOL has its factory and Administrative Office at Jandrapet-523165, Chirala, Andhra Pradesh, India and registered office at Flat No. 12B, Skylark Apartments, Basheerbagh, Hyderabad-500 029, Telangana, India. CAPOL is manufacturer of extracting oil, de-oiled cake and other joint products from Cotton Seeds since 1976. The Shares of the Company are listed on BSE Limited.

These financial statements were authorized for issue in accordance with a resolution of the Board of Directors passed in its meeting held on 23rd May 2019.

2.BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

These Financial Statements have been prepared under the Historical cost basis in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (“Act”) – to the extent modified, read with Companies (Indian Accounting Standards) Rules, 2015 and the other relevant provisions of the Act and Rules thereunder as well as the guidelines issued by the Securities and Exchange Board of India (SEBI).

The Company’s presentation and functional currency is Indian Rupees (₹). All figures appearing in the financial statements are rounded to the nearest Indian Rupee except where otherwise indicated.

3.USE OF JUDGMENTS AND ESTIMATES

In the preparation of the Company’s financial statements the management had made judgements, estimates and assumptions that may affect the reported amounts of revenue, expenses, assets, liabilities and the accompanying disclosures along with contingent liabilities. In view of the uncertainty about these assumptions and estimates they may result in outcomes that require material adjustments to the carrying amount of assets or liabilities affected in future periods. The Company continuously evaluates these estimates and assumptions based on the most recently available information. The following are the areas where estimates and judgments in applying accounting policies have been made which may have the most significant effect on the amounts recognized in the financial statements are as below:

- Estimates in the useful lives of Property, Plant & Equipment (PPE)
- Valuation of Inventories
- Provisions
- Evaluation of recoverability of Deferred Tax Assets
- Contingencies

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to the accounting estimate are recognised in the period in which the estimate is revised and in any future period s affected.

4.RECENT ACCOUNTING PRONOUNCEMENTS

Certain new standards and amendments to new standards are not yet effective for annual period beginning after April 1, 2018 and we have not applied in preparing these financial statements. New standard and amendments to standards that could have potential impact on financial statements of the company are:

Ind AS 116 – Leases

On 30th March, 2019, the Ministry of Corporate Affairs (MCA) has notified the revised Ind AS 116 – Leases which will be effective from the accounting period starting April 1, 2019 and will replace the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. Ind AS 116 introduces a single lease accounting model and requires a lessee to recognize as right-of-use assets and lease liabilities for all leases with a

term of more than 12 months, unless the underlying asset is of low value. The standard also contains enhanced disclosure requirement for leases.

The standards allows for two methods of transition – full retrospective approach or modified retrospective approach. The company will adopt this standard using modified retrospective method effective from April 1, 2019. As per which, the date of initial application of the new lease standard, lessee recognizes the cumulative effect of initial application as an adjustment to the opening balance of equity as on April 1, 2019 and accordingly, the comparatives for the year ended March 31, 2019 will not be retrospectively adjusted.

Based on the current assessment, the company does not expect a significant impact to opening retained earnings on adoption of Ind AS 116.

5.PROPERTY, PLANT AND EQUIPMENT

- (i) Property, Plant & Equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Such cost includes purchase price, non-recoverable taxes, borrowing cost and other directly attributable cost, attributable to bring the asset to its working condition for its intended use.
- (ii) Gain and losses on disposal/de-recognize of an item of property, plant and equipment are measured as a difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is disposed/de-recognized.
- (iii) Depreciation on property, plant and equipment (except Land Development Cost) is provided on Straight Line Method, as per the life prescribed in Schedule II of the Companies Act, 2013. Depreciation on Land development cost incurred for leased land is provided on straight line method over the lease period of the land.
- (iv) The assets residual value, useful lives and methods of depreciation are reviewed at each financial year end, and adjustment if any, is made prospectively.

6.INVENTORIES

Inventories include raw materials, finished goods, stores and spares and loose tools. All the inventories are valued at lower of cost or net realizable value. Cost of inventories comprises of purchase price, non-recoverable taxes and appropriate portion of allocable overheads, wherever applicable, and cost is ascertained on monthly weighted average basis.

7.FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are recorded at rates of exchange prevailing on the date of transaction. The exchange difference between the rate prevailing on the date of transaction and on the date of settlement and also on translation of monetary items at the end of year is recognized as gain or loss in the Statement of Profit and Loss, as the case may be.

8.EMPLOYEE BENEFITS

Short Term Employee Benefits

Company's contributions paid / payable during the year to ESIC are recognized as expense in the Statement of Profit and Loss.

Company contributes to the appropriate authorities its share of Members Provident Fund Account as per the Employees Provident Fund Act, 1952, is recognized as expense in the Statement of Profit and Loss.

Gratuity

Company has taken a Master Policy with the Life Insurance Corporation of India to cover its liability towards employees' gratuity. The premium amount paid to LIC is recognized as expense in the Statement of Profit and Loss.

Compensated Absences

The employees are entitled to accumulate leave subject to certain limits, for encashment on superannuation. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of independent actuarial valuation.

9.REVENUE RECOGNITION

Revenue from contracts with customers is recognized as and when the company satisfies the performance obligation by transferring control of promised goods or services to a customer, which usually coincides with title passing to the customer and the customer taking physical possession.

When the performance obligation is satisfied, the company recognizes as revenue the transaction price that is allocated to that performance obligation in the contract based on the standalone selling price of the goods and services promised. The transaction price is the amount of consideration to which the company is entitled.

Interest Income

Interest income is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the deposits and the interest rate settled with the Bank.

10.TAXES ON INCOME

Tax comprises of Current tax and Deferred Tax. Current tax is the expected tax payable on the taxable income or Book profit for the current year. The amount of current tax reflects the best estimate of the tax amount to be paid or received after considering the uncertainty, if any, related to income taxes.

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

11.PROVISIONS AND CONTINGENCIES

Provision is made in the books of account where there is a present obligation as a result of past event that probably requires an outflow of resources and reasonable estimate can be made.

A disclosure for contingent liability is made when there is a possible obligation or present obligation that arises from past event 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 recognised unless the possibility of any outflow of resources in settlement is remote

12.FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity. Financial instruments are recognized as financial assets and financial liabilities are recognized when the company becomes a party to the contractual provisions of the instrument. Initially a financial instrument is recognized at its fair value. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit or loss are immediately recognized in the Statement of Profit and loss. Subsequently, financial instruments are measured according to the category in which they are classified.

Financial Assets

Financial assets other than equity instruments are classified into financial assets at fair value through profit or loss and at amortised cost using effective interest rate method.

The company subsequently measures the trade receivable at their transaction price, if they do not contain a significant financing component.

The company de-recognises a financial asset only when the contractual rights to the cash flows from the financial asset expires or it transfers the financial assets and transfer qualifies for de-recognition under Ind AS 109.

Financial Liabilities

Financial liabilities are classified into financial liabilities at fair value through profit or loss and at amortised cost using effective interest rate method.

For trade and other payables maturing within one year from the balance sheet date, carrying amount is considered as fair value, as it approximates fair value due to the short term maturity of these liabilities.

A financial liability is de-recognised when the obligation is discharged, cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amounts are presented in the financial statements, if there is a currently legal enforceable right to offset the recognized amount and the company intends to settle or realize on net basis.

13. IMPAIRMENT OF ASSETS

At each balance sheet date, the company assesses whether there is any indication that any asset may be impaired. If any indication exists, the recoverable amount of such assets is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of Cash Generating Unit to which the asset belongs.

Recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

14. LEASES

At the inception of lease, the lease arrangement is classified as either as finance lease or an operating lease, based on the substance of the lease arrangement.

Assets taken on operating lease, lease payments made are recognized in the Statement of Profit and Loss on straight-line basis over the term of lease.

15. FAIR VALUE MEASUREMENT

Fair value is the price that is received / paid to buy / sell an asset or to transfer a liability, as the case may be, in an orderly transaction between market participants at the measurement date in the principal market or in its absence most advantageous market or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk.

While measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation technique as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3: inputs for the assets or liability that are not based on observable market data (unobservable inputs)

16. Accounting policies not specifically referred above are consistent with generally accepted practices.

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 43rd Annual General Meeting to be held on Tuesday, 13th August, 2019, 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) : 190709002

COMMENCEMENT OF E-VOTING : Saturday, 10th August, 2019 at 09.00 A.M IST

END OF E-VOTING : Monday, 12th August, 2019 at 05.00 P.M IST

STEPS & INSTRUCTIONS FOR E-VOTING :

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on **Saturday, 10th** August, 2019 at 09.00 A.M and ends on **Monday, 12th** August, 2019 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 06th August, 2019, 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 / 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.

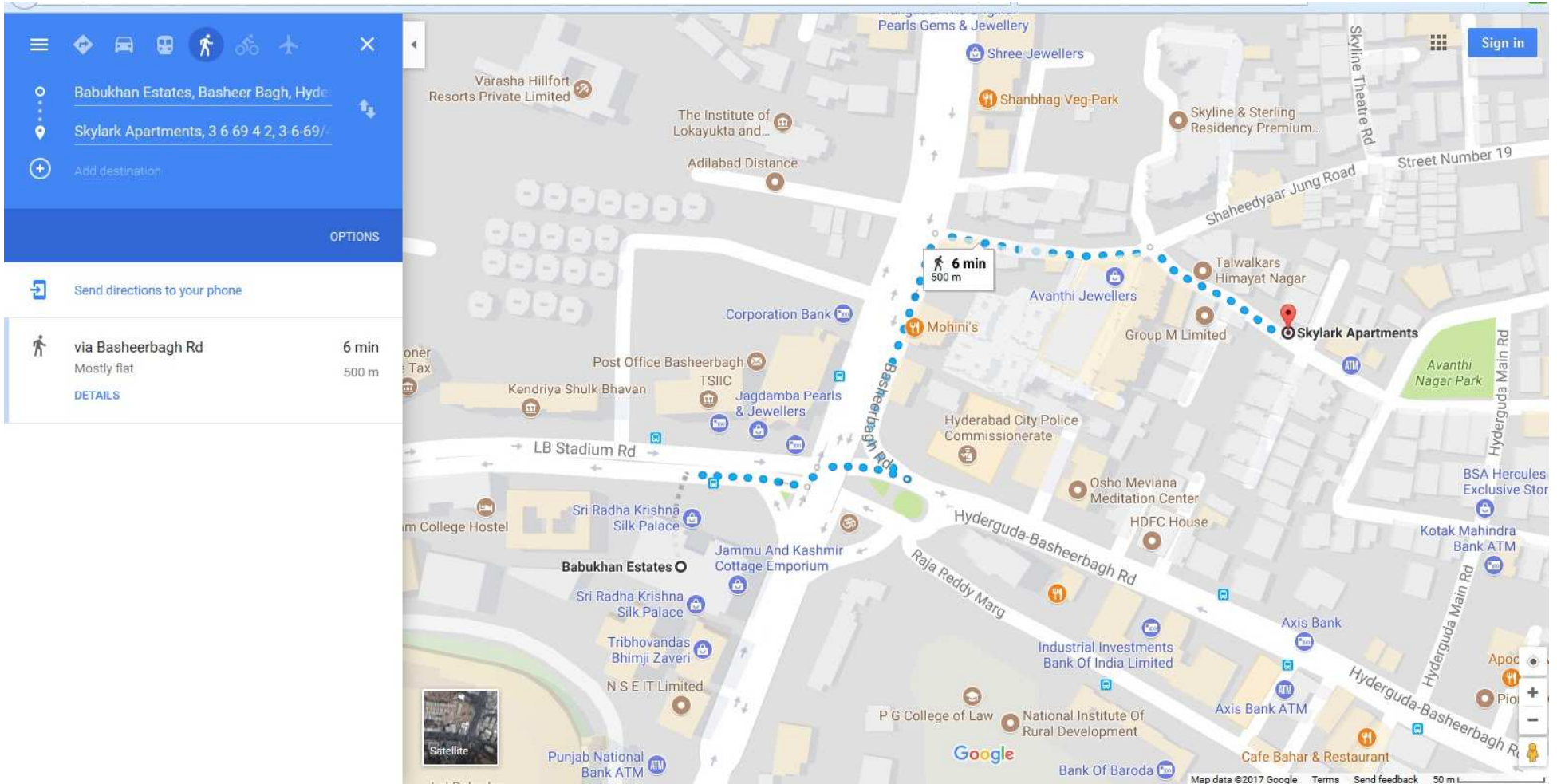
(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- (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 e-mailed 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.

ROUTE MAP OF THE ANNUAL GENERAL MEETING VENUE





COROMANDEL AGRO PRODUCTS AND OILS LTD.,

CIN.NO-L15143TG1975PLC001967

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

Phone: 040-23228714, Fax :040-23228713, E-mail:capol@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 43rd ANNUAL GENERAL MEETING of the company to be held at 12-B, Skylark Apartments, Basheerbagh, HYDERABAD - 500 029, on Tuesday 13th August 2019 at 10:30 AM. and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

Ordinary Resolutions / Special Resolutions		For	Against
Ordinary Business:			
1	Consider and Adopt Audited Financial Statements, Reports of Board of Directors and Auditors thereon (Ordinary Resolution)		
2	To appoint a Director in place of Sri 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 (Ordinary Resolution)		
Special Business:			
3	Ratification of remuneration of the Cost Auditors. (Ordinary Resolution)		
4	Appointment of Sri Meadem Sekhar (DIN:02051004) as a Director of the Company (Ordinary Resolution)		
5	Appointment of Sri. Meadem Sekhar (DIN: 02051004) as a Whole time Director, Chief Executive officer and KMP of the company. (Ordinary Resolution)		
6	Re-appointment of Sri.Venkata Subramanya Ravi Vadlamani, (Din: 00495102), as an Independent Director of company for second term (Special Resolution)		
7	Appointment of Sri. Maddi Lakshmaiah (DIN: 00013387) as a Non-Executive Director of the Company (Special Resolution)		

Signed this.....day of.....2019

Signature of the Member

Signature of the Proxy Holder.

Affix
Revenue
Stamp

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 commencement of the meeting.

-----cut along the dotted line-----



COROMANDEL AGRO PRODUCTS AND OILS LTD.,

CIN.NO-L15143TG1975PLC001967

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

Phone: 040-23228714, Fax :040-23228713, E-mail:capol@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 43rd ANNUAL GENERAL MEETING of the Company held at 12-B, Skylark Apartments, Basheerbagh, Hyderabad-500 029 on Tuesday, the 13th August 2019 at 10:30AM.

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.