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**THIRTY SEVENTH
ANNUAL REPORT
AND ACCOUNTS**

2012 - 13

**COROMANDEL
AGRO PRODUCTS AND OILS
LIMITED**

THIRTY SEVENTH ANNUAL REPORT 2012-13



BOARD OF DIRECTORS	:	Sri Y.Venkata Rao Sri Maddi Lakshmaiah Sri Maddi Ramesh Sri V.V.S. Ravi Sri Maddi Venkateswara Rao	Chairman Managing Director
GENERAL MANAGER & SECRETARY	:	Sri K. Satyanarayana	
BANKERS	:	Canara Bank Chirala – 523 155	
AUDITORS	:	M/s. A. Ramachandra Rao & Co., Chartered Accountants, 3-6-369/A/11, 1 st Floor, Street No.1, Himayathnagar, Hyderabad – 500 029	
REGISTERED OFFICE	:	12-B, Skylark Apartments, Basheer Bagh, Hyderabad – 500 029	
FACTORY & ADMINISTRATIVE OFFICE	:	Jandrapet, Chirala – 523 165 Andhra Pradesh Phones : 08594 – 222682, 222686 Fax : 08594 – 222681 E-mail : capol@mlgroup.com	

COROMANDEL AGRO PRODUCTS AND OILS LIMITED

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NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Shareholders of **COROMANDEL AGRO PRODUCTS AND OILS LIMITED** will be held on Monday the 5th August, 2013 at 12B, Skylark Apartments, Basheerbagh, Hyderabad at 10:30 a.m to transact, the following business with or without modifications, as may be permissible:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended March 31, 2013.
3. To appoint a Director in place of Sri Maddi Ramesh, who retires by rotation under Article 122 of the Articles of Association of the Company and who, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Sri V.V.S. Ravi, who retires by rotation under Article 122 of the Articles of Association of the Company and who, being eligible, offers himself for reappointment.
5. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

The retiring Auditors M/s A. Ramachandra Rao & Company are eligible for reappointment.

By Order of the Board

Place : GUNTUR
Date : May 31, 2013

Sd/-
(MADDI VENKATESWARA RAO)
Managing Director

NOTES :

1. A Member entitled to attend and vote at the General Meeting is entitled to appoint proxy to attend and vote instead of himself and such a proxy need not be a Member. The proxy form duly completed must reach the Registered Office of the Company at least 48 hours before the commencement of the meeting.
2. In case there is any correction / change in your address registered with us, may we request you to communicate the same to us with pin-code to enable us to carryout appropriate changes in our records.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 30-07-2013 to 05-08-2013 (both days inclusive) for the purpose of AGM and payment of Dividend.
4. The Board of Directors in their meeting held on May 31, 2013 have recommended payment of Dividend of 15% (Rs.1.50 per equity share) for the year 2012-2013. The payment of dividend is to be approved by the shareholders at the AGM. The aforesaid dividend, if declared at the AGM, will be paid on or after August 5, 2013 to those members whose names appear in the Register of Members as on the date of the AGM.
5. Pursuant to the Provisions of Section 205A and 205C of the Companies Act, 1956, all unclaimed / unpaid dividend, as at March 31, 2013 remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, have been transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government. Members are requested to contact the Company in respect of unclaimed / unpaid dividends declared on or after July 25, 2006.

COROMANDEL AGRO PRODUCTS AND OILS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2013

Dear Shareholders,

Your Directors have pleasure to present the 37th Annual Report and Audited Accounts of the Company for the year ended March 31, 2013

FINANCIAL RESULTS

	For the year Ended 31-03-2013 ₹ in Lakhs		For the year Ended 31-03-2012 ₹ in Lakhs	
Sales and Other Income :				
Seed Processing	12788.37		8866.79	
Wind Turbine Generators	98.02	12886.39	81.99	8948.78
Profit before Depreciation and Income Tax :				
Seed Processing	312.04		215.00	
Wind Turbine Generators	(21.84)	290.20	(70.36)	144.64
Depreciation and Income Tax :				
Seed Processing	89.11		52.80	
Wind Turbine Generators	39.69	128.80	39.39	92.19
Deferred Tax Expenses/(Benefit) :				
Seed Processing	(2.61)		(0.82)	
Wind Turbine Generators	13.05	10.44	110.84	110.02
Net Profit /(loss) after Tax :				
Seed Processing	225.54		163.28	
Wind Turbine Generators	(74.58)	150.96	(220.60)	(57.56)
Add: Profit brought forward from previous year		642.38		699.94
AMOUNT AVAILABLE FOR APPROPRIATION		793.34		642.38
Dividend including Dividend Tax		13.68		—
Transfer to General Reserve		20.00		—
Surplus – Balance in Profit & Loss Account		759.66		642.38

DIVIDEND

Your Directors are pleased to recommend payment of dividend on equity shares at 15% (₹ 1.50 per equity share). The total amount of dividend outgo (including dividend tax) will be ₹ 13.68 Lakhs for the financial year ended 31st March, 2013, which if approved at the ensuing 37th Annual General Meeting.

PERFORMANCE

Your Directors are pleased to inform that the company performed well in the year under view with 44% increase in turnover by processing 70,059 MT of cotton seed as against 54,187 MT in the previous year.



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This impressive performance could be achieved with better and optimal use of plant and machinery which is being updated year after year on regular basis imparting better technologies.

Though there is more scope for further improving capacity utilisation, in view of higher raw material prices and intense competition from other states, procurement could not be made in higher volumes. Due to huge volume of carried over accumulated stocks, hike in raw material prices, the interest cost is higher when it is compared to that of the previous year. However, the improved performance resulted in healthier bottom line with net profit before tax of ₹ 210.61 lakhs as against ₹ 62.85 lakhs in the previous year.

PROSPECTS

As the weather forecast given by the experts is very positive in cotton growing areas, which may yield better volumes and improve the availability of cotton seed, your Directors are optimistic in utilizing the full production capacities to ensure better working results in the ensuing years.

EXPORT AND FOREIGN EXCHANGE EARNINGS

Your Directors wish to inform that the Company has exported 2,861.206 M.T. of Cotton Linters worth ₹ 499.01 lakhs during the year under review as against 1,727.181 M.T. worth ₹ 531.23 lakhs in the previous year. Your Directors also wish to inform that the company has exported 722.479 M.T. of Cottonseed De-oiled cakes worth ₹ 107.97 lakhs during the year under review.

FIXED DEPOSITS

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

DIRECTORS

Sri Maddi Ramesh and Sri V.V.S. Ravi, retire by rotation under Article 122 of the Articles of Association of the Company and being eligible, offer themselves for reappointment as Directors.

INDUSTRIAL RELATIONS

Industrial relations remained cordial during the year.

COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

Information as per Section 217 (1) (e) of the Companies (Amendment) Act, 1988 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

- I) Form "A" : Enclosed
- II) Form "B" : Enclosed

SECRETARIAL COMPLIANCE CERTIFICATE

Compliance Certificate by Practising Company Secretary under Section 383A (1) is enclosed with this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

COROMANDEL AGRO PRODUCTS AND OILS LIMITED

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2013, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2013 on a 'going concern' basis.

PARTICULARS OF EMPLOYEES

Information as per Section 217 (2A) of the Companies (Amendment) Act, 1988 read with the Companies (Particulars of Employees) Rules 1975 for the year ended March 31, 2013 is Nil.

AUDITORS

M/s. A. Ramachandra Rao & Co., Chartered Accountants, Hyderabad, as Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The Company received a letter from M/s. A. Ramachandra Rao & Co., Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for such appointment within the meaning of Section 226 of the Companies Act.

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation for the whole-hearted and sincere co-operation the Company has received from Canara Bank, Axis Bank, Dealers and Suppliers.

For and on behalf of the Board

Place : GUNTUR
Date : May 31, 2013.

Sd/-
(Y. VENKATA RAO)
Chairman



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ANNEXURE TO THE DIRECTORS' REPORT

FORM – “A” (SEE RULE – 2) FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

	Current Year 2012-13	Previous Year 2011-12
A POWER AND FUEL CONSUMPTION		
1. Electricity:		
a) Purchased Units	73,56,238	53,35,400
Total Amount	₹ 4,09,74,803	₹ 2,66,85,532
Rate per Unit	₹ 5.57	₹ 5.00
b) Own generation through diesel generators :		
Units	10,322	7,320
Units per Ltr. of diesel oil	2.28	2.09
Cost per Unit	16.74	₹ 17.91
2. Coal: (Specify quality & where used)		
Round Coal “C” Grade used in Boiler		
Quantity (tonnes)	229,000	672,830
Total Cost	₹ 9,88,555	₹ 27,33,342
Average Cost	₹ 4,317	₹ 4,062
3. Others/Internal Generation :		
Rice Husk(Tonnes)	4,308,500	3,571,000
Total Cost	₹ 1,12,35,680	₹ 63,43,926
Average Cost	₹ 2,608	₹ 1,777
B. CONSUMPTION PER UNIT OF PRODUCTION :		
ELECTRICITY :		
Cotton Seed	105.15 Units	98.60 Units
RICE HUSK :		
Cotton Seed	61.50 Kgs	65.90 Kgs
COAL :		
Cotton Seed	3.27 Kgs	12.42 Kgs

FORM “B”
NIL

For and on behalf of the Board

Sd/-
(Y. VENKATA RAO)
Chairman

Place: GUNTUR
Date : May 31, 2013

COROMANDEL AGRO PRODUCTS AND OILS LIMITED

ANNEXURE TO THE DIRECTORS' REPORT

FORM [SEE RULE 3] COMPLIANCE CERTIFICATE

Corporate Identity Number (CIN) : L15143AP1975PLC001967
Authorised Capital : ₹ 1,50,00,000/-

The Members of COROMANDEL AGRO PRODUCTS AND OILS LIMITED

I have examined the registers, records, books and papers of M/S. COROMANDEL AGRO PRODUCTS AND OILS LIMITED (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on March 31, 2013. In my opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, I certify in respect of the aforesaid financial year that:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies within the time prescribed under the Act and the rules made there under.
3. The Company being Public Limited Company comments are not required.
4. The Board of Directors duly met 4 (Four) times on 30.05.2012, 06.08.2012, 15.11.2012 & 15.02.2013 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed including the circular resolutions, if any, passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members during the financial year from 31.07.2012 to 06.08.2012.
6. The Annual General Meeting for the financial year ended 31st March, 2012 was held on 6th August, 2012 after giving notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extraordinary General Meeting was held during the financial year.
8. The Company has not sanctioned / granted any loans to its Directors or Persons or Firms or Companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts, which are falling under the provisions of Section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company was not required to obtain any approvals from the Board of Directors, Members or the Central Government.
12. The Company has issued 2 duplicate share certificates during the financial year.
13. During the financial year ended March 31, 2013:
 - i) There was no allotment of shares. However there was transfer, transmission of securities during the financial year.
 - ii) The Company has not Deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year