

**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 FINANCIAL 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. Srinivasa Rao & Co., Company Secretaries, D.No.6-13-14A, 13/3, Arundelpet, Guntur-522002.
REGISTRAR & SHARE TRANSFER AGENT		BIGSHARE SERVICES PRIVATE LIMITED 306, 3 <sup>rd</sup> 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	:	<b>www.capol.in &amp; www.mlgroup.com</b>

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**43<sup>rd</sup> 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 13<sup>th</sup> 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 23<sup>rd</sup>, 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 23<sup>rd</sup> May

2019 to 22<sup>nd</sup> 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 Meadern 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/-

(Meadern 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 7<sup>th</sup> August, 2019 to Tuesday 13<sup>th</sup> 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 06<sup>th</sup> 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, 12<sup>th</sup> 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 06<sup>th</sup> 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](http://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 23<sup>rd</sup> May, 2019 to 22<sup>nd</sup> 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, opinioned that the continued association of Sri Venkata Subramanya Ravi Vadlamani would be beneficial to the Company and therefore it is desirable to continue to avail his services as 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 Venkata Subramanya 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 Venkata Subramanya 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 Venkata Subramanya 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 Venkata Subramanya 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 Venkata Subramanya 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. Venkata Subramanya 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-recommendation 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 :