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BOARD OF DIRECTORS:

NAME OF THE DIRECTORS	DIN NUMBER	DESIGNATION
Mr. Maddi Lakshmaiah	00013387	Chairman
Mr. Meadem Sekhar	02051004	Whole Time Director & CEO
Mr. Maddi Venkateswara Rao	00013393	Director
Mr. Maddi Ramesh	00013394	Director
Mr. Vadlamani Venkata Subramanya Ravi	00495102	Independent Director
Mrs. Rallabandi Lakshmi Sarada	07140433	Independent Director
Mr. 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, 3rd 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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44TH ANNUAL GENERAL MEETING NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Forty Fourth Annual General Meeting of the members of M/s. **Coromandel Agro Products and Oils Limited** will be held on Saturday 29th August, 2020 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 31.03.2020 together with the reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Maddi Venkateswara Rao (DIN- 00013393) who retires by rotation under Article 122 of the Articles of Association of the Company and being eligible, offers himself for reappointment.
- 3. To appoint a Director in place of Mr. Maddi Ramesh (DIN-00013394) 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

4. Re-appointment of Mrs. Rallabhandi Lakshmi Sarada (*Din: 07140433*), 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 reenactment(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, Mrs. Rallabhandi Lakshmi Sarada (Din: 07140433), who being eligible for re-appointment as an Independent Director, has given her consent along with a declaration that she 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 & Woman Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 19.03.2020 to 19.03.2025."

5. Re-appointment of Mr. Shyama Prasad Lakkaraju (Din: 07151102), 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 reenactment(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, Mr. Shyama Prasad Lakkaraju (Din: 07151102), 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 19.03.2020 to 19.03.2025."

. 6. 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, 2021.

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"

7. Maintenance of Register of Memebers and other Statutory Registers at a Place other than the **Registered Office of the Company**

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

"RESOLVED THAT pursuant to section 94 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded to keep and maintain the Register of Members, the Index of Members if any, other statutory registers and the copies of all annual returns and copies of certificates and documents required to be annexed thereto at its office situated at factory premises, Jandrapeta, Chirala, Andhra Pradesh - 523 165 with effect from 01-09-2020, instead of the registered office of the company.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof of the company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto".

By Order of the Board of Directors

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

(DIN: 02051004)

Place: CHILAKALURIPET Date: June 30, 2020.

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and such proxy need not be Member. The proxy form is enclosed which should be deposited, at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the Meeting.
- 2. A person can act as a proxy for not more than 50 Members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
- 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 (behind the Proxy form).
- 7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 22^{rd} August, 2020 to Saturday 29^{th} August, 2020 (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 500 082 at the earliest and not later than 21st August, 2020.
 - -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.

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- 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 en-cashed 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 Wednesday, 26th August 2020 at 09:00 hrs. and will end on Friday, 28th August, 2020 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 21st August, 2020, 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.69 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.

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Information to Shareholders with respect to Items no: 2,3, 4&5, under Regulation 36(3) of SEBI(LODR) Regulations:

S. No	Information particulars	Mr. Maddi Ramesh	Mr. Maddi Venkateswara Rao	Mrs. Rallabhandi Lakshmi Sarada	Mr. Shyama Prasad Lakkaraju
1	Brief resume of the Directors & Justification for appointment / reappointment	Mr. Maddi Ramesh aged about 52 years residing at Chilakaluripet and having good experience of more than 25 years in Exports of Tobacco, Cotton Seed Meal, Linters etc., He is a Commerce Graduation.	Mr. Maddi Venkates- wara Rao, aged about 64 years residing at Guntur and having rich experience of more than 37 years in Exports of Tobacco, Cotton Seed Meal, Linters etc., He did Master degree in Management and Business Admini- stration (MBA).	Mrs. Rallabhandi Lakshmi Sarada aged about 38 years residing at Hyderabad and having 13 years experience in corporate affairs and Companies Act, Finance. She is a qualified Company Secretary.	Mr. Shyama Prasad Lakkaraju aged about 62 years residing at Guntur and having rich experience of more than 34 years in Finance, Direct and Indirect Taxation and company Law matters. He is a qualified Chartered Accountant.
2	Nature of his expertise in specific functional areas	Having good experience of more than 25 years in Exports of Tobacco, Cotton Seed Meal, Linters etc.,	Having rich experience of more than 37 years in Exports of Tobacco, Cotton Seed Meal, Linters etc.,	Having 13 years experience in corporate affairs and Companies Act, Finance, Business advisory, project consultancy services.	Having 34 years experience in Finance, Direct and Indirect Taxation and company Law matters and project consultancy services.
3	Relationships between Directors inter-se	Maddi Ramesh is son of Mr. Maddi Lakshmaiah and younger brother of Maddi Venkateswara Rao, who are also Directors of the company.	Maddi Venkateswara Rao is son of Mr. Maddi Lakshmaiah and elder brother of Maddi Ramesh, who are also Directors of the company.	No relationship	No relationship
4	Names of listed entities in which the person also holds the director- ship and the membership of Committees of the board	Nil	Nil	Nil	Nil
5	Shareholding of non-executive directors	32,765 equity shares (4.15%).	65,980 equity shares (8.35%).	Nil	Nil

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying 44th Annual General Meeting Notice.

ITEM NO. 4:

Mrs. Rallabhandi Lakshmi Sarada is currently an Independent Director of the Company and the Member of the Audit Committee and Nomination and remuneration Committee. **Mrs. Rallabhandi Lakshmi Sarada** has completed her tenure as an independent and Women Director 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 **Mrs. Rallabhandi Lakshmi Sarada** as an Independent Director and Women 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 her experience and background and the contribution made by her as an Independent Director and Women Director during her current term, opined that the continued association of **Mrs. Rallabhandi Lakshmi Sarada** would be beneficial to the Company and therefore it is desirable to continue to avail her services as an Independent Director and Women Director. Accordingly, subject to approval of shareholders by way of Special Resolution at ensuing Annual General Meeting, it is proposed to re-appoint **Mrs. Rallabhandi Lakshmi Sarada** as an Independent Director and Women 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 19th March, 2020.

The Company has received a declaration from Mrs. Rallabhandi Lakshmi Sarada that she 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 Dislcosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Mrs. Rallabhandi Lakshmi Sarada confirmed that she 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. Mrs. Rallabhandi Lakshmi Sarada has also confirmed that she 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 Mrs. Rallabhandi Lakshmi Sarada is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director.

In the opinion of the Board, **Mrs. Rallabhandi Lakshmi Sarada** fulfils the conditions for her appointment as an Independent Director and Women Director as specified in the Act read with the rules made thereunder and the Listing Regulations, **Mrs. Rallabhandi Lakshmi Sarada** is independent of the management.

Brief resume and justification for reappointment and Expertise in specific functional areas and nature of expertise of Mrs. Rallabhandi Lakshmi Sarada is given in the table as set out prior to the Explanatory Statement:

The Board recommends this resolution for approval of the Members

Except **Mrs. Rallabhandi Lakshmi Sarada**, 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.4 of the notice for approval by Members.

ITEM NO. 5:

Mr. Shyama Prasad Lakkaraju is currently an Independent Director of the Company and the Chairman and Member of the Audit Committee and Nomination and remuneration Committee. Mr. Shyama Prasad

Lakkaraju has completed his tenure as an independent Director 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 **Mr. Shyama Prasad Lakkaraju** 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 **Mr. Shyama Prasad Lakkaraju** 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 **Mr. Shyama Prasad Lakkaraju** 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 19th March, 2020.

The Company has received a declaration from **Mr. Shyama Prasad Lakkaraju** 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 Dislosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, **Mr. Shyama Prasad Lakkaraju** has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. **Mr. Shyama Prasad Lakkaraju** 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 **Mr. Shyama Prasad Lakkaraju** 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 an Independent Director.

In the opinion of the Board, **Mr. Shyama Prasad Lakkaraju** 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, **Mr. Shyama Prasad Lakkaraju** is independent of the management.

Brief resume and justification for reappointment and Expertise in specific functional areas and nature of expertise of **Mr. Shyama Prasad Lakkaraju** is given in the table as set out prior to the Explanatory Statement:

The Board recommends this resolution for approval of the Members

Except **Mr. Shyama Prasad Lakkaraju**, 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.5 of the notice for approval by Members.

ITEM NO. 6:

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 June 29, 2020, 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 2020-21 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.

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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.

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

ITEM NO: 7:

Pursuant to the provisions of the Companies Act, 2013, (the "Act") certain documents such as the Register of Members and Index of Members - separately for each class of equity & preference shares, register and index of debenture holder, Register and Index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, and other related books, are required to be maintained at the registered office of the Company unless a special resolution is passed in a general meeting authorizing the keeping of the register at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the Register of Members reside.

In the interest of operational and administrative convenience, it is proposed to maintain the Register of Members, Register of Debenture Holders, Index of Members/ Debenture Holders and copies of annual returns and other Statutory Registers at the Company's office situated at Jandrapeta, Chirala, a place other than its registered office.

Approval of the Shareholders is required under Section 94 of the Companies Act, 2013 for effecting the change in the place at which the Register and Index of Members etc are to be kept. The Board recommends the special resolution set out under Item No.7 of the Notice for approval by the shareholders. None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution set out under Item No. 7 of the Notice .

By Order of the Board of Directors

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

Place: CHILAKALURIPET Date: June 30, 2020.