

**BOARD OF DIRECTORS :**

NAME OF THE DIRECTORS	DIN NUMBER	DESIGNATION
Mr. Maddi Lakshmaiah	00013387	Chairman
CA. Meadem Sekhar	02051004	Whole Time Director & CEO
Mr. Maddi Venkateswara Rao	00013393	Director
Mr. Maddi Ramesh	00013394	Director
CA. Vadlamani Venkata Subramanya Ravi	00495102	Independent Director
CS. Rallabandi Lakshmi Sarada	07140433	Independent Director
CA. 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, # FF-14, 1 <sup>st</sup> Floor, “A” Block, Siva Durga Enclave, Chanumolu Venkata Rao Flyover Down Right Side, Beside Bhagya Nagar CNG Station, KT Road, 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 <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, MOBILE : 98499 86021, E-Mail : capol@capol.in
FACTORY ADDRESS	:	Jandrapet-523 165, Chirala, Prakasam District, Andhra Pradesh. MOBILE : 98499 86022, E-Mail : capol@capol.in
WEBSITES	:	<b>www.capol.in &amp; www.mlgroup.com</b>

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**45<sup>TH</sup> ANNUAL GENERAL MEETING NOTICE TO SHAREHOLDERS**

**NOTICE** is hereby given that the Forty Fifth Annual General Meeting of the members of M/s. **Coromandel Agro Products and Oils Limited** will be held on Thursday 16<sup>th</sup> September, 2021 at 10.30 A.M. at CAPOL, First Floor, TFO Complex, Hitex Campus, Madhapur, Hyderabad, Telangana-500081 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31.03.2021 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Maddi Lakshmaiah (DIN- 00013387) who retires by rotation under Article 122 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
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.
4. To approve the final Dividend of Rs.2/- per equity share for the financial year ended March 31, 2021.

**SPECIAL BUSINESS****5. 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”

By Order of the Board of Directors

Sd/-

(Meadem Sekhar)

Whole Time Director & CEO  
(DIN: 02051004)

Place : CHILAKALURIPET  
Date : June 25, 2021.

## 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. up to 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. **Book Closure and Record date for Dividend:** i. The Register of Members and the Share Transfer Books of the Company will be closed from **Thursday 9<sup>th</sup> September, 2021 to Thursday 16<sup>th</sup> September, 2021**, both days inclusive for the purpose of 45<sup>th</sup> AGM & Dividend. The dividend of Rs.2.00/- per share (i.e. 20%) on the Equity Shares of the Company of Rs.10/- each, if declared by the Members at the AGM, will be paid on or after September 21, 2021 as under:

For Shares held in electronic form: To all the Beneficial Owners as at the end of the day on Wednesday, September 8, 2021 in the list of beneficial owners to be furnished by NSDL and Central Depository Services (India) Limited ('CDSL'); and For Shares held in physical form: To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on Wednesday, September 8, 2021

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/Registrar and Transfer Agent, Big share services Private Limited

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 8<sup>th</sup> September, 2021.
  - 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 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 Monday, 13<sup>th</sup> September, 2021 at 09:00 hrs. and will end on Wednesday, 15<sup>th</sup> September, 2021 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 8<sup>th</sup> September, 2021, 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.65 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&3 under Regulation 36(3) of SEBI(LODR) Regulations :**

S. No	Information particulars	Mr. Maddi Ramesh	Mr. Maddi Lakshmaiah
1	Brief resume of the Directors & Justification for appointment / re-appointment	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 Graduate.	Mr. Maddi Lakshmaiah, aged about 91 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 65 years business experience and dealt with many foreign dealers, multi national merchants and manufacturers and also got world wide contacts.
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 a rich experience in Tobacco, Cotton Ginning, Cotton Seed Meal and Linters industries.
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 Lakshmaiah is the father of Mr. Maddi Venkateswara Rao and Mr. Maddi Ramesh, who are also directors of the company.
4	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nil
5	Shareholding of non-executive directors	32,765 equity shares (4.15%).	Nil

**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. 5 of the accompanying 45<sup>th</sup> Annual General Meeting Notice.

**ITEM NO. 5:**

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 24, 2021, 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 2021-22 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.

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

By Order of the Board of Directors

**Place : CHILAKALURIPET**  
**Date : June 25, 2021.**

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

**DIRECTORS' REPORT  
FOR THE YEAR ENDED MARCH 31, 2021**

*Dear Shareholders,*

Your Directors have pleasure in presenting the 45<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2021.

**FINANCIAL PERFORMANCE :**

Summary of Financial performance of the Company for the Financial Year 2020-21 is depicted below:

**STANDALONE**

**(R.s)**

Statement Of Profit & Loss Account	IND AS		
	2020-21	2019-20	2018-19
Sales (other than GST)	1,18,35,00,876	1,01,56,92,055	98,88,44,861
Other Income	9,28,250	16,87,028	18,45,907
Interest	96,37,835	1,06,71,787	1,66,51,327
Profit Before Taxation	7,89,90,535	60,09,029	28,76,455
Profit After Taxation	5,68,35,719	38,14,886	82,78,369
Earnings Per Share of Rs.10/-	92.34	4.83	10.48
Dividend Per Share of Rs.10/-	2.00	NIL	NIL

**STATE OF AFFAIRS OF THE COMPANY AND FUTURE OUTLOOK :**

Your Directors are happy to inform that overall performance of the company is the best in spite of low yielding Cotton Seed (main raw material) and onslaught of COVID-19. Because of heavy rains in cotton growing areas and delayed procurement, the company started production from 18<sup>th</sup> October, 2020 and recoveries from processed seed of 40,707 MT (38,965 MT in the previous year), were low compared to the last year. Only respite for the company was it could get the best average sale prices for all the products and improved its bottom line.

Because of high prices of Cotton Seed and low yields, a discriminatory approach was adopted by the company in procurement calibrating sale prices and production costs. This approach made the company to sell almost all processed products during the year itself. The company achieved a turnover of Rs. 11,835.00 lakhs as against Rs. 10,156.92 lakhs in the previous year. The gross profit before taxes was Rs. 789.91 lakhs as against Rs. 60.09 lakhs and due to adjustment of differed tax, net profit for the period under review was Rs. 729.51 lakhs against Rs. 38.14 lakhs during the last year.

Since the procurement of Cotton Seed during COVID-19 lockdown and later, became herculean task because of low volumes of Seed availability, the Company has to shutdown the factory in April 2021 itself.

The power projects in Tamil Nadu and Gujarat did not do well due to changed wind patterns and generated low income of Rs.60.62 lakhs compared to Rs. 73.56 lakhs during the previous year.

Future outlook: The company is planning to open more procurement centers in Telangana, where production of cotton crop is likely to be more. It is also planning to expand existing factory infrastructure to cope up with the additional requirement of storage of Cotton Seed and other processed products and optimize the utilization of existing capacities of the plant. The Company is also planning to source raw materials from other states, subject to viability to continue processing during the off-season.

Contrary to the expectations, during COVID-19 lockdown time, demand for oil continue to be the same and customers are looking for more safe and packed oils to avoid health complications. The Government of India continues to permit import of oils due to heavy local demand and its efforts of improving local oil seed production is not adequate to supplement the imported oils. However your Directors are hopeful of better policies and encouragement to the local oil producers for reducing the burden on exchequer.



Weather predictions are showing positive signs of normal cotton crop in the ensuing season and also Telangana State Government suggested the farmers for choosing cotton crop instead of other crops and these indications give hope for more production of cotton seed and competitive prices which may help better utilization of production capacities of the company.

**EXPORT AND FOREIGN EXCHANGE EARNINGS :**

Your Directors wish to inform that the Company has exported 4098.290 M.T. of Cotton Linters and 18.130 M.t. of Cotton seed Hulls worth ₹ 538.18 lakhs during the year under review as against 702.900 M.T. worth of Cotton Linters ₹ 97.88 lakhs in the previous year, with this, the company could sell off all carried over stocks of linters from earlier years.

**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 be accessed on the website of the Company **www.capol.in**.

The copy of the Annual Return of the Company can also be accessed on the website of the Company **www.mlggroup.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 :-**

- i.** During the year Mrs. Rallabhandi Lakshmi Sarada (Din: 07140433), has been appointed as an Independent Director of company for a second term commencing from 19.03.2020 to 19.03.2025
- ii.** Re-appointment of Mr. Shyama Prasad Lakkaraju (Din: 07151102), as an Independent Director of company for a second term commencing from 19.03.2020 to 19.03.2025
- iii.** During the year Mr. Maddi Venkateswara Rao (DIN- 00013393), reappointed under retire by rotation under Article 122 of the Articles of Association of the Company in the 44th AGM of the company.
- iv.** During the year Mr. Maddi Ramesh (DIN- 00013394), reappointed under retire by rotation under Article 122 of the Articles of Association of the Company in the 44th AGM of the company.

**ii) AFTER THE END OF THE FINANCIAL YEAR AND UP TO THE DATE OF THE REPORT :-****DIRECTORS LIABLE TO RETIRE BY ROTATION IN ENSUING ANNUAL GENERAL MEETING :**

1. 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 Board recommends his reappointment.
2. Mr. Maddi Ramesh (DIN- 00013394), 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.

**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.

<b><u>Sl. No</u></b>	<b><u>Particulars</u></b>	
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 fulfil 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 10.02.2021 in compliance with the requirements of Schedule IV of the Companies Act, 2013. Two independent directors viz., Mr. V.V.S.Ravi and Mr. Lakkaraju Shyam Prasad, have attended to the meeting held by them on 10.02.2021. The Independent Directors at their 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 2020-21, Four (4) Meetings of the Board of Directors of the Company were held as prescribed under the Act.