

Tribute to
Sri Maddi Lakshmaiah Garu, B.E.



FOUNDER & CHAIRMAN
Coromandel Agro Products & Oils Limited (CAPOL)



Date of Birth
15-07-1929

Demised Date
24-08-2022



Great Guide, Philosopher, Philanthropist
and Illustrious Industrialist.

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Founder and Chairman

COROMANDEL AGRO PRODUCTS AND OILS LIMITED (CAPOL)

Date of Birth: 15-07-1929

Demised date: 24-08-2022

Sri Maddi Lakshmaiah garu started Coromandel Agro products and Oils Ltd in 1976, and successfully carrying its business of extracting and refining cotton seed oil and with the great efforts and guidance which he provided, Today it is a multiproduct company with equipment to process all kinds of oil seeds with a plant manufacturing Capacity of 400 M.T. per day.

We remember our beloved Chairman

Sri Maddi Lakshmaiah Garu

with pride.

We stand committed

to his vision and

Will continue building

on his legacy.

BOARD OF DIRECTORS :

NAME OF THE DIRECTORS	DIN NUMBER	DESIGNATION
Mr. Maddi Venkateswara Rao	00013393	Chairman
CA. Meadem Sekhar	02051004	Whole Time Director & CEO
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. Radha Rani Singhal
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 st 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. 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 rd Floor, Right wing, Amrutha Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500082 Email: bsshyd@bigshareonline.com
REGISTERED OFFICE	:	12-B, Skylark Apartments, BasheerBagh, Hyderabad – 500 029, MOBILE : 98499 86021, E-Mail : capol@capol.in
FACTORY ADDRESS	:	Jandrapet-523 165, Chirala, Bapatla District, Andhra Pradesh. MOBILE : 98499 86021, E-Mail : capol@capol.in
WEBSITE	:	www.capol.in

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47TH ANNUAL GENERAL MEETING NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Forty seventh Annual General Meeting of the members of M/s. **Coromandel Agro Products and Oils Limited** will be held on Monday 25th September, 2023 at 10.30 AM. 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 31.03.2023 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 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.

SPECIAL BUSINESS**4. 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.30,000/-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, 2024.

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 : May 26, 2023.

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. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM
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. 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.
7. **Book Closure date:** The Register of Members and the Share Transfer Books of the Company will be closed from Monday, 18th September, 2023 to Monday, 25th September, 2023 both days inclusive for the purpose of 47th AGM .
8. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank mandates, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers, change in address and e-mail addresses to their respective Depository Participants with whom they are maintaining their demat accounts. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide efficient and better services.
9. 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.
10. 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 September 18, 2023. Particulars of their Bank Account, in case the same have not been sent earlier ; and -Any change in their address/mandate/Bank details.
11. SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination viz Forms ISR-1,ISR-2, ISR-3, SH-

13, SH-14. A copy of such forms can be downloaded from the website of the Company at www.capol.in. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA, Bigshare Services Private Limited, for immediate action.

In case of any query/assistance, members are requested to contact our RTA Bigshare Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082; Email: bsshyd@bigshareonline.com

- 12.** On and from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. In addition to that, as per the recent amendments to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from January 24, 2022 and SEBI's Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/Exchange of securities certificate; (d) Endorsement; (e) Sub-division/Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (g) Transmission, and (h) Transposition.

Accordingly, members are requested to make services request by submitting a duly filed and signed form ISR-4. A copy of such form can be downloaded from the website of the Company at www.capol.in.

In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

- 13.** SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant
- 14.** 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.
- 15.** 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.
- 16.** 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.

- 17.** Voting by Members:

The voting for the agenda items as set forth in the Notice shall be done in the following manner:

- a) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (Remote E-voting).
- b) At the venue of AGM, voting shall be done through Ballot Paper and the members attending the AGM, who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- c) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member casts vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

Voting through Electronic means (Remote E-voting): 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 scrutiner for conducting the e-voting process and voting process in a fair and transparent manner. The voting period begins on Friday, 22nd September, 2023 at 09.00 hrs and will end on Sunday, 24th September, 2023 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 18st September, 2023, 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.76 of the Annual Report.

18. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting & Voting at AGM venue, within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.capol.in; and Notice Board at the Registered Office of the Company.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
20. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Big share services Private Limited (RTA), the details of such folio together with the share certificates for consolidating their shareholding in one folio.
21. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company/Registrar & Share Transfer Agents, M/s. Big share services Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

23. Members seeking any information with regard to accounts or operations are required to write to the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information ready.
24. Members may also note that the notice of the 47th AGM and the Annual Report for the FY 2022-23 will be available on the Company's website, www.capol.in and websites of Stock Exchange (BSE). Members who require physical copy of the same, may write to us at: capol@capol.in
25. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date 18th September, 2023
26. A brief profile of the Director(s) who is/ are appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding in the Company and inter-se relationship between directors or key managerial personnel as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 are furnished and forms part of the notice.
27. Pursuant to the provisions of Section 124 of the Companies Act, 2013 ('the Act') read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s) re-enactment(s)/amendment(s) thereof, for the time being in force), the dividend which remains unpaid / unclaimed for a period of seven years from the date of transfer to the unpaid / unclaimed dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. As per the IEPF Rules, the corresponding shares in respect of which dividend has not been paid or claimed by the Members for seven (7) consecutive years or more shall also be transferred to the dematerialized account created by the IEPF authority.
- Members who have not yet encashed their dividend warrants for any subsequent financial years are requested to make their claim at the earliest, to avoid transfer of the dividend/ shares to the fund/ IEPF authority.
- Details of unclaimed dividends are available on the Company's website www.capol.in.
- Members /claimants whose shares, unclaimed dividends, have been transferred to the IEPF Demat account of the fund, as the case may be, may claim the shares or apply for refund by making an application to IEPF Authority through Web Form IEPF-5. Further details of the same are available on <http://www.iepf.gov.in>.
- The statement containing details of Name, Address, Folio number, Demat Account No. and number of shares due for transfer to IEPF demat account is made available on our website www.capol.in.
- The shareholders are encouraged to verify their records and claim their dividends of the preceding seven years, if not claimed.
28. 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.
29. Route-map to the venue of the Meeting is provided at the end of the Notice (before the Proxy form).

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

S. No	Information particulars	Mr. Maddi Venkateswara Rao	Mr. Maddi Ramesh
1	Brief resume of the Directors & Justification for appointment / re-appointment	Mr. Maddi Venkateswara Rao, aged about 67 years residing at Guntur and having rich experience of more than 40 years in Exports of Tobacco, Cotton Seed Meal, Linters etc., He did Master degree in Management and Business Administration (MBA).	Mr. Maddi Ramesh aged about 54 years residing at Chilakaluripet and having good experience of more than 27 years in Exports of Tobacco, Cotton Seed Meal, Linters etc., He is a Commerce Graduate.
2	Nature of his expertise in specific functional areas	Having rich experience of more than 40 years in Exports of Tobacco, Cotton Seed Meal, Linters etc.,	Having good experience of more than 27 years in Exports of Tobacco, Cotton Seed Meal, Linters etc.,
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.	Maddi Ramesh is son of Mr. Maddi Lakshmaiah and younger brother of Maddi Venkateswara Rao, 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	65,980 equity shares (8.35%).	32,765 equity shares (4.15%).

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 of the accompanying 47th Annual General Meeting Notice.

ITEM NO. 4:

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 25, 2023, 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 2023-24 for a remuneration of Rs.30,000/- 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.30,000/- 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.4 of the notice for approval by Members.

By Order of the Board of Directors

Sd/-

(Meadem Sekhar)

Whole Time Director & CEO
(DIN: 02051004)

Place : CHILAKALURIPET
Date : May 26, 2023.