

BOARD OF DIRECTORS :

NAME OF THE DIRECTORS	DIN NUMBER	DESIGNATION
Sri Maddi Lakshmaiah	00013387	Chairman
Sri Maddi Ramesh	00013394	Managing Director
Sri Vadlamani Venkata Subramanya Ravi	00495102	Independent Director
Sri Maddi Venkateswara Rao	00013393	Director
Smt Rallabandi Lakshmi Sarada	07140433	Independent Director
Sri Lakkaraju Shyam Prasad	07151102	Independent Director

CHIEF FINANCIAL OFFICER : CA. Kothuri Satyanarayana

BANKERS : Canara Bank
Chirala – 523 155

AUDITORS : M/s. A. Ramachandra Rao & Co.,
Chartered Accountants,
3-6-369/A/11, 1st Floor,
Street No.1, Himayathnagar,
Hyderabad – 500 029

M/s. Jithendra Kumar & Co.,
Cost Accountants,
389, Iron yard,
Opp Reliance Fresh, HB Colony,
Vijayawada-520012.

M/s. K.SrinivasaRao & Co.,
Company Secretaries
D.No.6-13-14A, 13/3,
Arundelpet,
Guntur-522002.

REGISTERED OFFICE : 12-B, Skylark Apartments,
Basheer Bagh,
Hyderabad – 500 029

FACTORY ADDRESS : Jandrapet-523 165
Chirala,
Prakasam District
Andhra Pradesh.

CONTENTS

	PAGE
Notice of Meeting	03
Directors' Report	06
Auditors' Report	36
Balance Sheet	42
Profit & Loss Account	43
Notes on Financial Statements	51

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Fortieth Annual General Meeting of the members of M/s. **Coromandel Agro Products and Oils Limited** will be held on Wednesday, 10th August, 2016 at 10.30 A.M. at the Registered Office of the Company at 12-B, Skylark Apartments, Basheerbagh, Hyderabad - 500029 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2016 and the Balance Sheet as on that date together with the reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended March 31, 2016
3. 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.
4. 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.
5. To ratify the appointment of M/s. A. Ramachandra Rao & Co, Chartered Accountants (Firm Registration No. 002857S), as statutory auditors of the company and to fix their remuneration for the financial year ending March 31, 2017.

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: - (The Cost Auditors' Remuneration)

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, amounting to ₹ 20,000/- (Rupees Twenty Thousands only) as also the payment of service tax as applicable and re-imbusement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

By Order of the Board of Directors

Place : CHILAKALURIPET
Date : May 25, 2016

Sd/-
(Maddi Lakshmaiah)
Chairman
(DIN:00013387)

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. The Register of Members and Share Transfer Books of the Company will remain closed from 03rd August, 2016 to 10th August, 2016 (both days inclusive).
3. The accounts, 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.
4. 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.
5. Members holding shares in physical form are requested to notify/send the following to the 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 not later than 02th August, 2016.
-Any change in their address/mandate/Bank details; and
-Particular of their Bank Account, in case the same has not been sent earlier.
6. 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.
7. 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.
8. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed herewith.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the regulation 44 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, on all the resolutions set forth in the Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back side of the Ballot form and instructions for e-voting are given at Page nos.57,58,59. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.

10. Mr. K. Srinivasa Rao, Partner of M/s. K. Srinivasa Rao & Co., Practicing Company Secretaries (Membership No. FCS. 5599), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to ksn@mlgroup.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. K. Srinivasa Rao, Partner of M/s. K. Srinivasa Rao & Co, C/o CAPOL, 12B Skylark Apartments, Basheerbagh, Hyderabad – 500 029, not later than Tuesday, August 09, 2016 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 6:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada, to conduct audit of cost records of the Company for the financial year ending 31st March, 2017. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

Your Directors, therefore, commend the resolutions for your approval

By Order of the Board of Directors

Place : CHILAKALURIPET
Date : May 25, 2016

Sd/-
(Maddi Lakshmaiah)
Chairman
(DIN:00013387)

**DIRECTORS' REPORT
FOR THE YEAR ENDED MARCH 31, 2016**

Dear Shareholders,

Your Directors have pleasure in presenting the 40th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2016.

FINANCIAL RESULTS

Summary of Financial performance of the Company for the Financial Year 2015-16 is depicted below:

Particulars	Year Ended 31-03-2016 ₹	Year Ended 31-03-2015 ₹
Revenue from operations	1,41,17,79,157	1,31,34,78,932
Other income	85,23,274	74,93,877
Operating Expenditure	1,38,47,36,576	1,28,77,47,236
Profit before Interest, Depreciation & Tax	3,55,65,855	3,32,25,573
Depreciation	91,17,199	93,28,319
Interest	1,84,52,221	2,37,01,682
Profit before tax	79,96,435	1,95,572
Provision for income tax		
i) Current year Tax	(42,00,000)	-
ii) Deferred Tax	17,90,893	12,47,379
Profit after tax	55,87,328	14,42,951
Profit/ (Loss) Brought forward from previous years	8,60,96,919	8,46,53,968
Profit/ (Loss) Carry forward to Balance Sheet	9,04,95,712	8,60,96,919
Earnings per share (Basic/ Diluted)	7.07	1.83

STATE OF AFFAIRS OF THE COMPANY AND FUTURE OUTLOOK:

The Company passed through a critical phase during the year under review in view of recession in the global economy, which resulted to prevail cotton linters export prices and edible oil prices at low level. Cotton crop severely failed due to draught conditions in the cotton growing area especially in Andhra and Telangana Regions. Failure of crop resulted to fall in processing volumes of cotton seed from 70,438 MT to 64,957 MT during the year under review.

Further, Government of India announced higher Minimum Support Price for Cotton kapas which caused substantial increase in cottonseed prices. Tamilnadu wind power turbine did not generate power as per the estimates because of bad weather conditions during the year under review.

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

EXPORT AND FOREIGN EXCHANGE EARNINGS:

Your Directors wish to inform that the Company has exported 1,727.875 MT of Cotton Linters worth ₹ 425.78 lakhs during the year under review as against 3,985.480 MT worth ₹ 805.84 lakhs in the previous year. The company has not exported Cottonseed Hulls during the year (exports of Cotton Seed Hulls during the previous year was 1,020.240 M.T. Worth ₹ 103.58 lakhs).

EXTRACT OF 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.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Maddi Lakshmaiah (DIN- 00013387) and Mr. Maddi Venkateswara Rao (DIN- 00013393), retire by rotation under Article 122 of the Articles of Association of the Company and being eligible, offer themselves for reappointment as Directors. The Board recommends their reappointment.

NUMBER OF BOARD MEETINGS:

During the Financial Year 2015-16, Four (4) Meetings of the Board of Directors of the Company were held viz 30th May, 2015, 14th August, 2015, 13th November, 2015, and 10th February, 2016, with a gap not exceeding a period of 120 days as prescribed under the Act.

DIRECTORS RESPONSIBILITY STATEMENT:

In conformity with the provisions under Section 134 (3) (c) which is introduced by the Companies Act, 2013 your directors confirm that:-

- a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected sound accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date :
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- d) the Directors have prepared the annual accounts on a 'going concern' basis
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

During the year under review, one meeting of Independent Directors was held on 10th February, 2016 in compliance with the requirements of Schedule IV 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 and that there is no change in status of Independence

AUDIT COMMITTEE:**(a) BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

The Terms of Reference of this committee cover the matters specified for Audit Committee under Section 177 of the Companies Act, 2013, and as follows:

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the Board, focussing primarily on:
 - Any changes in accounting policies and practices
 - Major accounting entries based on exercise of judgment by management
 - Qualifications in draft Auditors' Report
 - Significant adjustments arising out of audit
 - The going concern assumption
 - Compliance with stock exchange and legal requirements concerning financial statements
 - Any related party transactions i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the Company at large.
- d. Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- e. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- f. Discussion with internal auditors of any significant findings and follow up there on.
- g. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- h. Discussion with external auditors, before the audit commences, the nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
- i. Reviewing the Company's financial and risk management policies.
- j. Other matters as assigned/specified by the Board from time to time.

(b) COMPOSITION, MEETINGS AND ATTENDANCE DURING THE YEAR:

As on 31st March, 2016, The Audit Committee comprises of Three Independent cum Non-Executive Directors. The committee comprises as follows:

Directors	Chairman/ Member	Category
Mr. Vadlamani Venkata Subramanya Ravi	Chairman	I & N.E.D
Mrs. Rallabhandi Lakshmi Sarada	Member	I & N.E.D
Mr. Lakkaraju Shyama Prasad	Member	I & N.E.D

During the year, the Audit Committee was constituted under Section 177 of the Companies Act, 2013 and its meetings were held four times during the year ended March 31, 2016. These were held on 30th May, 2015, 13th August, 2015, 12th November, 2015, and 09th February, 2016.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2016, the Board consists of six members, three of whom are independent directors. The Board periodically evaluates the need for change in its composition and size.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of section 178 of the Companies Act, 2013, adopted by the Board is recommended by the Nomination and Remuneration Committee. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

NOMINATION AND REMUNERATION COMMITTEE:

(a) TERMS OF REFERENCE :

The Company had constituted the Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013. The broad terms of reference are to determine and recommend to Board, Compensation payable to Executive Directors, appraisal of the performance of the Managing Directors / Whole-time Directors and to determine and advise the Board for the payment of annual commission/compensation to the Non-Executive Director and to recommend to the Board appointment/ reappointment and removal of Directors. To frame criteria for determining qualifications, positive attributes and Independence of Directors and to create an evaluation framework for Independent Directors and the Board.

(b) COMPOSITION, MEETINGS AND ATTENDANCE DURING THE YEAR :

The Nomination and Remuneration Committee comprises of total three Non-Executive Directors cum Independent Directors and it meets twice in a year.

The committee comprises as follows:

Directors	Chairman/ Member	Category
Mr.Vadlamani Venkata Subramanya Ravi	Chairman	I & N.E.D
Mrs. Rallabhandi Lakshmi Sarada	Member	I & N.E.D
Mr. Lakkaraju Shyama Prasad	Member	I & N.E.D

The Committee held two meetings during the year ended March 31, 2016. These were held on 13th August, 2015 and 09th February, 2016.

(c) SELECTION AND EVALUATION OF DIRECTORS:

The Board has based on recommendations of the Nomination and Remuneration Committee, laid down following policies:

1. Policy for Determining Qualifications, Positive Attributes and Independence of a Director
2. Policy for Board & Independent Directors' Evaluation

(d) PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

Based on the criteria laid down in the Policy for evaluation of Board and Independent Directors, the Board carried out the annual performance evaluation of Board Committees and the Independent Directors, whereas at a separate meeting, Independent Directors evaluated the performance of Executive Directors, Board as a whole and of the Chairman. Nomination and Remuneration Committee also evaluated individual directors' performance.

- i) As per the said Policy, evaluation criteria for evaluation Board inter alia covers: Composition in light of business complexities and statutory requirements; establishment of vision, mission, objectives and values for the Company; laying down strategic road map for the Company & annual plans; growth attained by the Company; providing leadership and directions to the Company and employees; effectiveness in ensuring statutory compliances and discharging its duties / responsibilities towards all stakeholders; Identification, monitoring & mitigation of significant corporate risks; composition of various committees, laying down terms of reference and reviewing committee's working etc.
- ii) Performance evaluation criteria for Executive Directors inter alia include: level of skill, knowledge and core competence; performance and achievement vis-à-vis budget and operating plans; effectiveness towards ensuring statutory compliances; discharging duties/responsibilities towards all stakeholders; reviewing/monitoring Executive management performance, adherence to ethical standards of integrity & probity; employment of strategic perception and business acumen in critical matters etc.
- iii) Performance of Independent Directors is evaluated based on: objectivity & constructivity while exercising duties; providing independent judgment on strategy, performance, risk management and Board's deliberations; devotion of sufficient time for informed decision making; exercising duties in bona fide manner; safeguarding interests of all stakeholders, particularly minority shareholders; upholding ethical standards of integrity & probity; updating knowledge of the Company & its external environment etc.,
- iv) Committees of the Board are evaluated for their performance based on: effectiveness in discharging duties and functions conferred; setting up and implementation of various policies, procedures and plans, effective use of Committee's powers as per terms of reference, periodicity of meetings, attendance and participation of committee members; providing strategic guidance to the Board on various matters coming under committee's purview etc.,

(e) REMUNERATION POLICY FOR DIRECTORS:

The Committee has formulated Policy for Remuneration of Directors, Key Management Person and other employees. As per the Policy, remuneration to Non-executive Independent Directors include:

- a. Sitting Fees for attending meetings of the Board as well as Committees of the Board as decided by the Board within the limits prescribed under the Companies Act.
- b. Travelling and other expenses they incur for attending to the Company's affairs, including attending Committee and Board Meetings of the Company.

• REMUNERATION TO EXECUTIVE DIRECTORS:

The appointment and remuneration of Executive Directors including Managing Director, Joint Managing Director and Whole Time Director is governed by the recommendation of the Remuneration and Nomination Committee, resolutions passed by the Board of Directors and Shareholders of the Company. The remuneration package of Managing Director, Joint Managing Director and Whole Time Director comprises of salary, perquisites, allowances and other retirement benefits as approved by the shareholders at the General Meetings of the Company.

- **REMUNERATION TO NON-EXECUTIVE DIRECTORS:**

The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non- Executive Directors are paid sitting fees for each meeting of the Board and Committee of Directors attended by them.

REPORT ON CORPORATE GOVERNANCE:

Your Directors are pleased to inform that as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report with auditors' certificate thereon shall not be mandatory for the Company.

VIGIL MECHANISM:

The Company has set up vigil mechanism to enable the employees and Directors to report genuine concerns and irregularities, if any in the Company, noticed by them. The Whistle Blower Policy/ vigil mechanism has been posted on the Website of the Company (www.capol.in)

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

There were no Loans, Guarantees, Investments and securities given/made/provided by the Company during the Year.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There are no related party transactions made by the Company which may have a potential conflict with the interest of the Company at large and thus disclosure in Form AOC-2 is not required and the Details of Transactions with the related parties were mentioned in the Notes forming part of the Accounts.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY.

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company

AMOUNTS TRANSFERRED TO RESERVES

The Board of the company has decided/proposed not to carry any amount to its reserves.

EQUITY DIVIDEND

Your Board of Directors are pleased to recommend payment of dividend on equity shares at 12.50% (₹1.25 per equity share). If approved at the ensuing 40th Annual General Meeting, the total amount of dividend outgo (including dividend tax) will be ₹11.89 Lakhs for the financial year ended 31st March , 2016.

AUDITORS**A. Statutory Auditors:**

At the Annual General Meeting held on August 14, 2015, M/s. A. Ramachandra Rao & Co. Chartered Accountants (Firm Registration No. 002857S), were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. A. Ramachandra Rao & Co. Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

The Auditors Report for fiscal 2016 does not contain any qualification, reservation, or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

B. Secretarial Auditors:

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has engaged services of M/s. K. Srinivasa Rao & Co, Company Secretaries in Practice, Guntur to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2016. The detailed reports on the Secretarial Standards and Secretarial Audit in Form MR- 3 are appended as an Annexure III to this Report. There were no qualifications, reservations or adverse remarks given by Secretarial Auditors of the Company except non-compliance of section 203 of the Companies Act, 2013 in respect to appointment the Company Secretary as Key Managerial Person and non-dematerialization of equity shares.

The Board has made utmost effort for appointment of the Company Secretary as KMP but unable to appoint a Company Secretary due to lack of suitability of the Candidate to the profile of the Company in terms of work location, job profile and remuneration. The Company will be entering an agreement with the leading Depository Participants/ Depositories for dematerialization of equity shares of the Company. The dematerialization will be completed soon.

C. Cost Auditors:

The Board of Directors of your Company, on the recommendations made by the Audit Committee at its meeting held on 25th May, 2016 has approved the appointment of M/s. Jithendra Kumar & Co, Cost Accountants (Firm Registration No. 103347), Vijayawada as the Cost Auditor of your Company to conduct the audit of cost records for the financial year 2016-17. The remuneration proposed to be paid to the Cost Auditor, subject to your ratification at the ensuing Annual General Meeting, would not exceed ₹ 20,000/- (Rupees twenty thousands only) excluding taxes and out of pocket expenses, if any.

Your Company has received consent from M/s. Jithendra Kumar & Co, Cost Accountants, to act as the Cost Auditor for conducting audit of the cost records for the financial year 2016-17 along with a certificate confirming their independence and arm's length relationship.

MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF FINANCIAL YEAR AND THE DATE OF THE REPORT

There are no material changes since 31st March 2015 and until the date of this report.

CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

The information required to be given pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2016 is given here below and forms part of the Director's Report (Annexure – II)

PARTICULARS OF EMPLOYEES:

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report in Annexure -IV. The above information is not being sent along with this Report to the Members of the Company as per the provision of Section 136 of the Companies Act, 2013. Members who are interested in obtaining these particulars may write to the Managing Director at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by Members at the Registered Office of the Company, 21 days before the 40th Annual General Meeting and up to the date of the Annual General Meeting during the business hours on working days.

There were no employees in the Company as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

HUMAN RESOURCES:

Your Company firmly believes that employees are the most valuable assets and key players of business success and sustained growth. Various employee benefits, recreational and team building programs are conducted to enhance employee skills, motivation as also to foster team spirit. Company also conducts in-house training programs to develop leadership as well as technical/functional capabilities in order to meet future talent requirements. Industrial relations were cordial throughout the year.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of section 135 of the Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

RISK MANAGEMENT:

During the year, According to the Section 134 (3) (n) of the Act, the company had laid down a policy for management of risk. The risk management framework defines the risk management approach of the Company and also includes the periodical review of such risks. The board periodically discusses the significant business risks identified by the management and the mitigation measures to address such risks.

INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAME WORK :

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations.

The Internal Control System of the Company has been designed to provide for:

- ❖ Accurate recording of transactions with internal checks and prompt reporting.
- ❖ Adherence to applicable Accounting Standards and Policies.
- ❖ Compliance with applicable statutes, policies and management policies and procedures.
- ❖ Effective use of resources and safeguarding of assets.

The Company has appointed Mr. P.L. Ranganadh and Mr. J.V.Kiran Kumar, as Internal Auditors of the Company. The Audit Committee in consultation with the Internal Auditors formulates the Scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carryout audit, covering inter alia, monitoring and evaluating the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. The internal auditors have expressed that the internal control system in the Company is effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made there under, your Company has constituted Internal Complaints Committees (ICC). During the year, Your Company has not received any complaints on Sexual Harassment under the Act.

PUBLIC DEPOSITS:

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

REGISTRAR'S AND SHARE TRANSFER AGENTS:

Registrar and Share Transfer Agents of the Company are M/s Big share Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082.

TRANSFER OF UNPAID AND UNCLAIMED AMOUNT TO IEPF:

Pursuant to the provisions of section 124 of the Companies Act, 2013, the declared dividends which remained un paid or unclaimed for a period of seven years, have been transferred by the company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to IEPF.

Dividend Year	Date of Declaration of Dividend	Due date for transfer to IEPF
2008-09	30-07-2009	31-08-2016
2009-10	14-07-2010	15-08-2017
2010-11	06-08-2011	07-09-2018
2012-13	05-08-2013	06-09-2020
2013-14	11-08-2014	12-09-2021

ACKNOWLEDGMENT:

The Directors express their sincere appreciation to the valued shareholders, bankers and clients for their support.

By Order of the Board of Directors

Place : CHILAKALURIPET
Date : May 25, 2016.

Sd/-
(Maddi Lakshmaiah)
Chairman
(DIN:00013387)

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L15143TG1975PLC001967
ii	Registration Date	12/12/1975
iii	Name of the Company	Coromandel agro products and oils limited
iv	Category/Sub-category of the Company	Company Limited By Shares/ Indian Non-Government Company
v	Address of the Registered office & contact details	12-B, SKYLARK APARTMENTS, BASHEERBAGH, HYDERABAD, Telangana, India-500029. Email: capol@mlgroup.com
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PRIVATE LIMITED 306,3rd Floor, Right Wing, Amrutha Ville, Opp.Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500082. (CINU99999MH1994PTC076534)

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Cotton Seed D.O.C	111	43
2	Cotton Seed Washed Oil	111	28
3	Cotton Seed Hulls	111	12

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	M/s. Maddi Lakshmaiah & Co., Ltd. Maddi Lakshmaiah's bungalow, Chirala Raod, CHILAKALURIPETA- 522616. Guntur Dist. A.P.	U52110AP1970PLC001370	Associate	19.46	
2	M/s. M.L. Agro Products Ltd., 12-B, Skylark Apartment, Basheerbagh, HYDERABAD- 500029.	U01119TG1976PTC002048	Associate	12.66	
3	M/S. K.S.S.P. & Co. (India) Ltd., Door No.3 (Old No.2), Rajbhather Street, T.Nagar, CHENNAI - 600017.	U15540TN1972PTC006103	Associate	15.30	

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	-	1,59,173	1,59,173	20.15	-	1,59,173	1,59,173	20.15	-	-
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	3,74,663	3,74,663	47.43	-	3,74,663	3,74,663	47.43	-	-
d) Bank/FIIS	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)		5,33,836	5,33,836	67.58	-	5,33,836	5,33,836	67.58	-	-
					-					
(2) Foreign	-	-	-	-	-	-	-	-	-	-
a) NRI- Individuals	-	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)										
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	-	5,33,836	5,33,836	67.58	-	5,33,836	5,33,836	67.58	-	-
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	1,62,374	1,62,374	20.55	-	1,62,374	1,62,374	20.55	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	1,62,374	1,62,374	20.55	-	1,62,374	1,62,374	20.55	-	-

(2) Non Institutions											
a) Bodies corporates	-	2,050	2,050	0.26	-	2,050	2,050	0.26	-	-	
i) Indian	-	-	-	-	-	-	-	-	-	-	
ii) Overseas	-	-	-	-	-	-	-	-	-	-	
b) Individuals	-	-	-	-	-	-	-	-	-	-	
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	91,740	91,740	11.61	-	91,740	91,740	11.61	-	-	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	-	-	-	-	-	-	-	-	-	
c) Others (specify)	-	-	-	-	-	-	-	-	-	-	
SUB TOTAL (B)(2):	-	93,790	93,790	11.87	-	93,790	93,790	11.87	-	-	
Total Public Shareholding (B)= (B)(1)+(B)(2)	-	2,56,164	2,56,164	32.43	-	2,56,164	2,56,164	32.43	-	-	
Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	-	7,90,000	7,90,000	100.00	-	7,90,000	7,90,000	100.00	-	-	

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mr.Maddi Lakshmaiah	23685	3.00	-	23685	3.00	-	0
2	Mr.M.Venkateswara Rao	23410	2.96	-	23410	2.96	-	0
3	Smt. M.Seetha Devi	18885	2.39	-	18885	2.39	-	0
4	Mr.M.Ramesh	23165	2.93	-	23165	2.93	-	0
5	Smt. M.Soumya	13385	1.69	-	13385	1.69	-	0
6	Kum.M.Sanhita	11335	1.43	-	11335	1.43	-	0
7	Smt. M.Radhika	15104	1.91	-	15104	1.91	-	0
8	Kum.M.Sanjana	15104	1.91	-	15104	1.91	-	0
9	Smt.M.Lalitha	15100	1.91	-	15100	1.91	-	0
10	M/s.Maddi Lakshmaiah & Co., Ltd.	153763	19.46	-	153763	19.46	-	0
11	M/s. K.S.Subbaiah Pillai & Co (India) Ltd.,	120900	15.30	-	120900	15.30	-	0
12	M/s.ML Agro Products Ltd.,	100000	12.66	-	100000	12.66	-	0
	Total	533836	67.57	-	533836	67.57	-	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	533836	67.57	533836	67.57
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	THERE IS NO CHANGE			
	At the end of the year	533836	67.57	533836	67.57

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Industrial Development Bank of India				
	At the beginning of the year	99,125	12.55	99,125	12.55
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	99,125	12.55	99,125	12.55
2	ICICI Bank Limited				
	At the beginning of the year	49,563	6.27	49,563	6.27
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	49,563	6.27	49,563	6.27
3	Canara Bank, Bangalore				
	At the beginning of the year	13,686	1.73	13,686	1.73
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	13,686	1.73	13,686	1.73
4	R. Gopala Krishna Murthy				
	At the beginning of the year	9,500	1.20	9,500	1.20
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	9,500	1.20	9,500	1.20
5	P.M.Mohan Rao				
	At the beginning of the year	7,510	0.95	7,510	0.95
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	7,510	0.95	7,510	0.95

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No.of shares	% of total shares of the company
6	T. Mastan Reddy				
	At the beginning of the year	7,000	0.89	7,510	0.89
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	7,000	0.89	7,000	0.89
7	Smt.P.Sucharitha Mohan Rao				
	At the beginning of the year	5,010	0.63	5,010	0.63
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	5,010	0.63	5,010	0.63
8	A.V.Badve				
	At the beginning of the year	5,110	0.65	5,110	0.65
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	5,110	0.65	5,110	0.65
9	Mrs. Surekha Anand Badve				
	At the beginning of the year	5,010	0.63	5,010	0.63
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	5,010	0.63	5,010	0.63
10	K. Satyanarayana				
	At the beginning of the year	2,650	0.34	2,650	0.34
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	2,650	0.34	2,650	0.34

(v) Shareholding of Directors & KMP

Sl. No	Shareholding of Each Director & Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No.of shares	% of total shares of the company
1	M.LAKSHMAIAH				
	At the beginning of the year	23,685	3.00	23,685	3.00
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	23,685	3.00	23,685	3.00
2	M.VENKATESWARA RAO				
	At the beginning of the year	23,410	2.96	23,410	2.96
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	23,410	2.96	23,410	2.96
3	M.RAMESH				
	At the beginning of the year	23,165	2.93	23,165	2.93
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	23,165	2.93	23,165	2.93
4	K.SATYANARAYANA				
	At the beginning of the year	2,650	0.34	2,650	0.34
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	2,650	0.34	2,650	0.34

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	24,14,19,113	1,20,00,000	0	25,34,19,113
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	19,48,734	0	19,48,734
Total (i+ii+iii)	24,14,19,113	1,39,48,734	0	25,53,67,847
Change in Indebtedness during the financial year				
Additions	0	9,07,58,900	0	9,07,58,900
Reduction	3,00,66,908	4,57,32,971	0	7,57,99,879
Net Change	-3,00,66,908	4,50,25,929	0	1,49,59,021
Indebtedness at the end of the financial year				
i) Principal Amount	21,13,52,205	5,80,00,000	0	26,93,52,205
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	9,74,663	0	9,74,663
Total (i+ii+iii)	21,13,52,205	5,89,74,663	0	27,03,26,868

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole time director and/or Manager:**

Sl. No	Particulars of Remuneration			
	Gross salary	M.RAMESH Managing Director	Name of the WTD / Manager	Total Amount
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	19,83,600	-	19,83,600
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock option	-	-	-
3	Sweat Equity			
4	Commission	-	-	-
	as % of profit			
	others (specify)			
5	Others, please specify	-	-	-
	Total (A)	19,83,600	-	19,83,600
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors					Total Amount
		M.Lakshmaiah	V.V.S.Ravi	M.V.R.	R.L.S.	L.S.Prasad	
1	Independent Directors						
	(a) Fee for attending board committee meetings	8,000	10,000	6,000	14,000	4,000	42,000
	(b) Commission						
	(c) Others, please specify						
	Total (1)	8,000	10,000	6,000	14,000	4,000	42,000
2	Other Non Executive Directors						
	(a) Fee for attending board committee meetings						
	(b) Commission						
	(c) Others, please specify.						
	Total (2)						
	Total (B)=(1+2)	8,000	10,000	6,000	14,000	4,000	42,000
	Total Managerial Remuneration						20,25,600
	Overall Cieling as per the Act.						

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	9,55,464	9,55,464
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	9,55,464	9,55,464

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY			NIL		
Penalty					
Punishment					
Compounding					
B. DIRECTORS			NIL		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			NIL		
Penalty					
Punishment					
Compounding					

ANNEXURE-II TO THE DIRECTOR'S REPORT

A. CONSERVATION OF ENERGY:**1. Energy Conservation Measures taken during the year:**

In line with the company's commitment towards conservation of energy, all units continue with their endeavour to make more efficient use of energy through improved operational and maintenance practices. The measures taken in this direction at the units are as under:

- a) Conservation of energy continues to be accorded high priority.
- b) Our R&D team continuously reviews ongoing processes.
- c) All manufacturing plants continue their efforts in conserving energy in various forms like energy conservation projects, use of alternate sources & resources, continuous monitoring etc. of energy consumption throughout all plants and curtailing wastages.
- d) Saving in fuel consumption for steam generation boiler operation.
- e) Eliminating steam leakages in steam generation boiler operation.
- f) Employees have been trained in energy conservation measures;

2. Impact of Energy Conservation Measures:

The Energy Conservation Measures which were undertaken in the Company have resulted in reduction in power consumption, fuel consumption and improves the overall production performance.

3. Total energy consumption and energy consumption per unit of production:**Form A**

(Form for disclosure of particulars with respect to conservation of energy)

A POWER AND FUEL CONSUMPTION

Sl.No.	Particulars	2015-16	2014-15
1	Electricity:		
	a) Purchased Units	6963135	6826940
	Total Amount	₹ 47427474	₹ 47590415
	Rate/Unit	₹ 6.81	₹ 6.97
	b) Own Generation		
	I) Through Diesel Generators:		
	Units	3785	3585
	Units per Ltr. Of diesel Oil	2.11	0.81
	Cost/Unit	₹ 27.41	₹ 28.27
	II) Through Steam Turbine/Generators	NIL	NIL
2	Coal: (Specify quality & where used) Round Coal "C" Grade used in Boiler. Quantity (Tonnes)	31.840	116.000
	Total Cost	₹ 127860	₹ 548076
	Average Cost	₹ 4015.71	₹ 4724.79
3	Furnace Oil	NIL	NIL
4	Others/Internal Generation:		
	Rice Husk (Tonnes)	3267.635	3708.000
	Total Cost	₹ 8523363	₹ 8799297
	Average Cost	₹ 2608.42	₹ 2373.06

B CONSUMPTION PER UNIT OF PRODUCTION:

Sl.No.	Particulars	2015-16	2014-15
1	ELECTRICITY:		
	Cotton Seed	107.25 Units	96.97 Units
2	COAL:		
	Cotton Seed	0.49 Kgs	1.65 Kgs
3	Furnace Oil	-	-
4	RICE HUSK for Steam Generation		
	Cotton Seed	50.30 Kgs	52.64 Kgs

4. Steps taken by the company for utilising alternate sources of energy: None

5. Capital investment on energy conservation equipment: None

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

Continuous efforts are being made towards technology absorption, adaptation and innovation. Quality being the thrust area, the company has been taking effective steps to continue to improve quality to compete with international quality standards. LED lights are installed in place of regular tube lights in plant to reduce energy consumption.

Installation of Energy Monitoring System for greater accuracy of energy consumption

1. Benefits derived as a result of the above efforts:

Improved capability and productivity to meet the customer requirements.

2. Efforts in brief, made towards Technology absorption, adaptation and innovation:

The Company is continuously taking steps to improve the product and process technology in an effort to provide superior quality and cost effective products to consumers.

3. Imported Technology:

--- None ---

C. FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:

Your Directors wish to inform that the Company has exported **1,727.875** M.T. of Cotton Linters worth ₹ **425.78** lakhs during the year under review as against 3,945.480 M.T. worth ₹ 805.84 lakhs in the previous year.

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
M/s. Coromandel Agro Products and Oils Limited,
Hyderabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Coromandel Agro Products and Oils Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);
- (vi). The Company has identified the following laws as specifically applicable to the Company:
1. Food Safety and Standards Act, 2006 and the rules made thereunder;
 2. Vegetable Oil Products Production and Availability (Regulation) Order, 2011.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, with respect to board and general meetings.
- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. The Company has not appointed a Company Secretary as Key Managerial Person (KMP). This is a non-compliance of section 203 of the Companies Act, 2013 and Regulation 6 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. All the shares of the Company in physical mode only. The Company has not converted its shares into dematerialized form.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events/ actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc., referred to above.

For K. Srinivasa Rao & Co.,
Company Secretaries.,

Sd/-

K. Srinivasa Rao, Partner
FCS. No. 5599/ C. P. No: 5178

Place : Guntur
Date : 25th May, 2016

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'ANNEXURE A'

To,
The Members
M/s. Coromandel Agro Products and Oils Limited
Hyderabad

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For K. Srinivasa Rao & Co.,
Company Secretaries.,

Place : Guntur
Date : 25th May, 2016

Sd/-
K. Srinivasa Rao, Partner
FCS. No. 5599/ C. P. No: 5178

Annexure - IV TO THE DIRECTORS' REPORT

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of the Director/KMP and Designation	Remuneration of Director During the F.Y 2015-16 (Amount In Rs)	Ratio of remuneration of each Director/to median remuneration of employees	Remuneration of Directors During the F.Y 2014-15 (Amount In Rs)	% Increase/(Decrease) in Remuneration in the Financial Year 2015-16	Comparison of the Remuneration of the KMP against the Company
1	Maddi Ramesh Managing Director	19,83,600	19.551	18,27,720	8.53	See point No. vi below
2	Maddi Venkateswara Rao Director	6,000	0.059	1,50,780	(96.02)	See point No. vi below
3	Maddi Lakshmaiah Chairman	8,000	0.079	1,800	344.44	
4	V.V.S. Ravi Director	10,000	0.099	1,500	566.67	
5	L.Shyam Prasad Director	4,000	0.039	0.000	0.00	
6	R.Lakshmi Sarada Women Director	14,000	0.138	0.000	0.00	

- i) The Median Remuneration of Employees of the Company during the Financial Year was Rs. 1,04,208.
- ii) There were 208 permanent employees on the rolls of the Company as on 31st March, 2016.
- iii) There were no employees in the Company as per Rule 5(2) of Chapter XIII, the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- iv) In the Financial Year 2015-16, There was an increase of 1.03% in the median Remuneration of employees.
- v) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- vi) Maddi Ramesh has been paid salary w.e.f 01-05-2014 and Maddi Venkateswara Rao was paid salary upto 30-04-2014 only.
- vii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- viii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ANNEXURE V TO THE DIRECTORS' REPORT**MANAGEMENT DISCUSSION AND ANALYSIS:****EDIBLE OIL INDUSTRY OUTLOOK :**

The primary business of your Company is processing of oilseeds and refining of crude oil for edible use. The Company also produces oil meal, food products from cotton seed and value added products from downstream and upstream businesses. The domestic edible oil consumption has been steadily growing with per capita consumption of approx. 15 kg (2014-15), it still remains far below the estimated world average per capita consumption of around 22 kg. The demand drivers include consistent disposable income over a period of time, demographic profile, low commodity prices etc. However, the supply growth has been primarily lower due to relative stagnancy in the domestic oil seed output, thereby resulting in India becoming the largest importer of vegetable oil in the world. In view of the demand supply gap, over 60% of the domestic edible oil consumption is met by importing, Palm, Soya and Sunflower oil, accounting for over 84% of the imported volume.

The oil meal produced as a result of processing of oil seed, is essentially consumed as poultry, fish and cattle feed. The record world-wide production of cotton in 2014-15 created an over supply in the world market leading to a drastic fall in prices of Linters and also a significant drop in global commodity prices resulted in low domestic edible oil prices. During the year under review, the international economic situations coupled with steep fall in commodity prices have impacted domestic business sentiments considerably. The landed import prices of vegetable oils in India also moved downward in line with the fall in international prices : Crude palm oil by 32%, Crude Soyabean oil by 23%, Crude sunflower by 16% , while Indian Rupee slided down with reference to USD by 2.5%.

The steep fall in commodity prices has caused increase in consumption of edible oil and imports and also intense competition and pressure on margins. Your company's performance for the year 2015-16 may be viewed in the context of the above mentioned economic/ market environment.

INDUSTRY OUTLOOK :

Keeping in view of the favorable weather conditions in the cotton growing areas and sowing data in the current year , the crop size for the current year is expected to be better than the previous year. The industry expects that , considering the steady commodity price trend and the availability of cottonseed, the capacity utilization and operating performance would be better than the previous year. In view of the expanding domestic consumption of edible oil and the low commodity prices, the volumes of imports will continue to increase to bridge the growing demand- supply gap. The domestic refining industry is operating on highly competitive terms to offer economical prices of refined edible oils to Indian consumers. Considering the global economic scenario and encouraging business conditions in domestic markets, the industry hopes that the Government of India would set (and review from time to time, as may be required) tariff policy so as to stimulate the domestic industry on a consistent basis and harmonize the interest of domestic farmers, processors and consumers through appropriate and differential import duties between import of crude and refined oils. The industry further hopes that the Government would proactively respond to global factors and

genuine requests of the industry on a regular basis so as to foster domestic manufacturing growth and to prop up investments in the domestic manufacturing sector, given the vast potential of edible oil consumption in India. To bridge the gap between demand and supply, it is therefore, essential to increase the availability of vegetable oils from domestic resources by encouraging diversification of land from good grains to oil seeds, there by increasing productivity of oil seeds.

CHALLENGES FACED BY EDIBLE OIL INDUSTRIES:

Price Volatility

Your Company is exposed to commodity price fluctuations in its business. All major raw materials as well as finished goods being agro-based are subject to market price variations. Prices of these commodities continue to be linked to both domestic and international prices, which in turn are dependent on various Macro/ Micro factors. Also Commodities are increasingly becoming asset classes. Prices of the Raw materials and finished products manufactured by your Company fluctuate widely due to a host of local and international factors. Your Company continues to place a strong emphasis on the risk management and has successfully introduced and adopted various measures for hedging the price fluctuations in order to minimize its impact on profitability. Your Company also has initiated setting-up of a framework to upgrade itself to a robust risk management system.

Government Policies

The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stake holders, including domestic farmers, industry, consumers etc. The Government is also very much keen to bring GST act in place of VAT act so as to avoid the double taxation taking the total country as a single unit as against the previous State wise taxation. This will certainly help the industry to move the raw-material from one State to another State without any additional tax burden.

Volatility in Foreign Currencies

Your Company is exposed to risks arising out of volatility in foreign currencies, the exposure on this account extends to Products exported to other territories. Your Company utilizes the hedging instruments available in the markets on an ongoing basis and manages the currency exposures pro-actively.

Fuel Prices

Fuel prices continue to be an area of concern as fuel, particularly Rice Husk, is widely used in manufacturing operations has a direct impact on total costs. Your Company has taken productivity linked measures aimed at controlling costs and taken further steps to focus on production of high margin products.

Domestic Economy

Adverse changes in disposable income may impact consumption pattern. Your Company has multi processing capabilities to cater to the variances and changing consumer preferences. Also keeping in view the overall growth of the economy, emerging health consciousness and growing retail in India, it is expected that the packaged edible oil consumption will continue to outgrow the overall edible oil growth.

EDIBLE OIL INDUSTRY OVERVIEW IN ANDHRA PRADESH :

The state of Andhra Pradesh is one of the leading Processors of cotton in the country and as such the availability of raw-material i.e cottonseeds availability will be very good.

OVERALL FINANCIAL PERFORMANCE OF YOUR COMPANY:

Cotton Seed is being processed on scientific basis and producing Edible Oil, De-oiled cake, Hulls and Linters.

The Turnover of the company for the period under review increased to ₹ 14117.79 Lakhs as compared to ₹ 13134.78 Lakhs registering a growth of 7.50% on an annualized basis. The net profit after tax for the financial year under report was ₹ 55.87 Lakhs as against ₹ 14.42 Lakhs for the previous year.

INDEPENDENT AUDITORS' REPORT

To
The Members of
Coromandel Agro Products and Oils Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s Coromandel Agro Products and Oils Limited** which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss for the year ended on that date annexed thereto and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the **Companies Act, 2013 ("the Act")** with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
 - b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

Report on other Legal and Regulatory Requirements

2. As required by section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses and
 - iii. The amounts which were required to be transferred to the Investor Education and Protection Fund by the Company have been so transferred.

For M/s A.RAMACHANDRA RAO & Co.
Chartered Accountants
ICAI FRN:002857S

Sd/-
(A.Ramachandra Rao)
Partner
Membership No. :009750

Place : Hyderabad
Date : 25th May 2016

ANNEXURE TO THE AUDITORS' REPORT
(Ref. Coromandel Agro Products and Oils Limited)
(Of even date referred to in Para 1 of our Report)

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) All the Fixed Assets have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets and, to the best of our knowledge, no material discrepancies were noticed on such verification;
c) The title deeds of immovable properties of the company are held in the name of the company.
- (ii) a) As explained to us, physical verification of inventories has been conducted by the Management at reasonable intervals.
b) In our opinion, the procedures of physical verification of stocks followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c) The Company has maintained proper records of inventories. As explained to us, no material discrepancies were noticed on physical verification of inventory.
- (iii) Based on the information and explanations provided to us, the company has not granted any loans, whether secured or unsecured, to the companies, firms or other parties covered in the Register maintained u/s Sec. 189 of the Companies Act, 2013 during the year. Hence sub clauses (a) and (b) of clause 3(iii) of the order are not applicable to the company for the year.
- (iv) Based on the information provided and explanations offered, the company has not given any loans, investments, guarantees, and security, in terms of provisions of section 185 and 186 of the Companies Act, 2013, and hence the sub-clause (iv) is not Applicable to the company for the year.
- (v) Based on the information provided to us, the Company has not accepted any deposits during the year and hence, in our opinion, the sub-clause (v) is not applicable to the company for the year.
- (vi) Based on the explanations given to us, the Company has made and maintained cost records and accounts as specified by the Central Government under Section 148 of the Companies Act, 2013.
- (vii) (a) According to the records of the company, the company is regular in depositing the undisputed statutory dues including employees' state insurance, income-tax, VAT, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess with the appropriate authorities;
(b) According to the information and explanations given to us, there are no dues of VAT, income tax, customs duty, excise duty, wealth tax, service tax, cess to be deposited on account of any dispute

Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

- (viii) Based on the information provided and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to Banks.
- (ix) According to the information and explanations given to us, the term loans were applied for the purposes for which the loans were obtained.
- (x) In our opinion and according to the information provided and explanations offered to us, no fraud on or by the Company has been noticed or reported during the year.
- (xi) According to the explanations offered to us, the Managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company as per section 406 of the Companies Act, 2013 and hence the sub-çlaue (xii) is not applicable to the company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and details have been disclosed in the Financial Statements to the extent applicable.
- (xiv) Based on the information provided, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and the sub-çlaue (xiv) is not applicable to the company for the year.
- (xv) Based on the information provided and explanations offered to us, the company has not entered into any non-cash transactions with directors or persons connected with them with regards to the provision of section 192. Hence the the sub-clause (xv) is not applicable to the company for the year.
- (xvi) Based on the information provided and explanations offered to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and so, this clause is not applicable to this company.

For M/s A.RAMACHANDRA RAO & Co.
Chartered Accountants
ICAI FRN:002857S

Sd/-
(A.Ramachandra Rao)
Partner
Membership No. :009750

Place : Hyderabad
Date : 25th May 2016

**ANNEXURE TO THE AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF
M/s Coromandel Agro Products and Oils Limited
[Re : Clause 2(f) of the independent auditors report]**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the
Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of M/s Coromandel Agro Products and Oils Ltd, as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s A.RAMACHANDRA RAO & Co.
Chartered Accountants
ICAI FRN:002857S

Sd/-
(A.Ramachandra Rao)

Partner
Membership No. :009750

Place : Hyderabad
Date : 25th May 2016

BALANCE SHEET AS AT 31 MARCH 2016

Particulars	Notes	As at 31 March 2016 ₹	As at 31 March 2015 ₹
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	1	79,00,000	79,00,000
(b) Reserves and surplus	2	15,80,67,234	15,40,92,891
		<u>16,59,67,234</u>	<u>16,19,92,891</u>
(2) Non-current liabilities			
(a) Long Term Borrowings	3	2,46,51,067	3,79,50,734
(b) Deferred Tax Liabilities (Net)		2,23,76,561	2,41,67,453
(c) Other Long term liabilities	4	5,89,74,663	1,39,48,734
(d) Long-term provisions	5	1,72,115	1,15,606
		<u>10,61,74,406</u>	<u>7,61,82,527</u>
(3) Current liabilities			
(a) Short-term borrowings	6	18,67,01,138	20,34,68,379
(b) Trade payables	7	2,94,41,039	2,11,45,967
(c) Other current liabilities	8	3,83,51,842	4,94,41,342
		<u>25,44,94,019</u>	<u>27,40,55,688</u>
TOTAL		<u><u>52,66,35,659</u></u>	<u><u>51,22,31,106</u></u>
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible Assets (Net)	9	12,25,03,983	13,20,00,832
(b) Non-current investments	10	850	850
(c) Long-term loans and advances	11	1,07,24,493	84,93,593
		<u>13,32,29,326</u>	<u>14,04,95,276</u>
(2) Current assets			
(a) Inventories	12	28,55,02,737	21,41,65,274
(b) Trade receivables	13	4,66,19,982	8,67,50,751
(c) Cash and cash equivalents	14	24,22,786	53,71,049
(d) Short-term loans and advances	15	5,88,60,828	6,54,48,756
		<u>39,34,06,333</u>	<u>37,17,35,830</u>
TOTAL		<u><u>52,66,35,659</u></u>	<u><u>51,22,31,106</u></u>
Accounting Policies	23		
Notes on Accounts	24		

The accompanying notes are an integral part of financial statements.

For and on behalf of the Board

As per our report attached
for A. RAMACHANDRA RAO & CO.,
Chartered Accountants
ICAI FRN : 002857S

Sd/-
(A. RAMACHANDRA RAO)
Partner
M No : 009750

Place : CHILAKALURIPET
Date : May 25, 2016

Sd/-
(MADDI LAKSHMAIAH)
Chairman (Din No.00013387)

Sd/-
(MADDI RAMEH)
Managing Director (Din No.00013394)

Sd/-
(MADDI VENKATESWARA RAO)
Director (Din No.00013393)

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31 MARCH 2016

	Notes	For the year ended 31 March 2016 ₹	For the year ended 31 March 2015 ₹
Income			
I			
Revenue from operations (Net of Excise duty)		1,41,17,79,157	1,31,34,78,932
II			
Other Income	16	85,23,274	74,93,877
III			
Total Revenue (I+II)		<u>1,42,03,02,431</u>	<u>1,32,09,72,809</u>
IV Expenses			
Cost of materials consumed	17	1,35,29,81,246	1,11,74,41,775
Changes in inventories of finished goods	18	(11,60,37,171)	65,74,581
Employee benefit expenses	19	1,87,56,058	1,90,46,905
Finance costs	20	1,84,52,221	2,37,01,682
Depreciation and amortization expense	21	91,17,199	93,28,319
Other expenses	22	12,90,36,443	14,46,83,975
Total Expenses		<u>1,41,23,05,996</u>	<u>1,32,07,77,237</u>
V			
Profit before exceptional and extraordinary items and tax (III-IV)		79,96,435	1,95,572
VI			
Exceptional items		-	-
VII			
Profit before extraordinary items and tax (V-VI)		79,96,435	1,95,572
VIII			
Extraordinary Items		-	-
IX			
Profit before tax (VII-VIII)		79,96,435	1,95,572
X			
Tax Expense			
Current tax		42,00,000	-
Deferred Tax Expense / (Benefit)		(17,90,893)	(12,47,379)
Earlier years Income Tax Provision		-	-
XI			
Profit/(Loss) for the period from continuing operations(IX-X)		55,87,328	14,42,951
Less: Appropriations:			
Proposed dividend on equity shares		9,87,500	-
Tax on proposed dividend		2,01,035	-
Transferred to General Reserve		-	-
XII			
Profit/(Loss) for the period after Appropriations		43,98,793	14,42,951
Profit/(Loss) Brought forward from previous years		8,60,96,919	8,46,53,968
Profit/(Loss) Carry forward to Balance sheet		<u>9,04,95,712</u>	<u>8,60,96,919</u>
XII Earnings per share			
Basic		7.07	1.83
Diluted		7.07	1.83

(Refer to Note 24-4c)

Significant Accounting policies

Notes on accounts

The accompanying notes are an integral part of financial statements.

As per our report attached
for A. RAMACHANDRA RAO & CO.,
Chartered Accountants
ICAI FRN : 002857S

Sd/-

(A. RAMACHANDRA RAO)

Partner

M No : 009750

Place : CHILAKALURIPET

Date : May 25, 2016

For and on behalf of the Board

Sd/-

(MADDI LAKSHMAIAH)
Chairman (Din No.00013387)

Sd/-

(MADDI RAMESH)
Managing Director (Din No.00013394)

Sd/-

(MADDI VENKATESWARA RAO)
Director (Din No.00013393)

CASH FLOW STATEMENT

Particulars	For the year ended 31 March 2016 ₹	For the year ended 31 March 2015 ₹
Cash flow from operating activities		
Net profit/(loss) before taxation	79,96,435	1,95,572
Adjustments for:		
Depreciation	91,17,199	93,28,319
Interest Expenses	1,84,52,221	2,37,01,682
Adjustments of I.T. & F.B.T. Earlier Years	-	-
Loss/(Profit) on sale of Fixed Assets	-	(41,607)
Operating profit before working capital changes	<u>3,55,65,855</u>	<u>3,31,83,966</u>
(Increase)/Decrease in Trade Receivables	4,01,30,769	1,90,79,187
(Increase)/Decrease in Inventories	(7,13,37,461)	1,88,38,373
(Increase)/Decrease in Other Current Assets	65,87,928	(2,41,95,375)
Increase/(Decrease) in Trade Payables	82,95,072	10,62,367
Increase/(Decrease) in Short Term Borrowings	(1,67,67,241)	(1,64,40,234)
Increase/(Decrease) in Other Current Liabilities	<u>(1,10,89,500)</u>	<u>46,83,565</u>
Cash from operations	(86,14,578)	3,62,11,849
Less: Income tax paid	<u>(42,00,000)</u>	-
Net cash from / (used in) operating activities	(1,28,14,578)	<u>3,62,11,849</u>
Cash flows from investing activities		
Purchase of Fixed Assets	(44,800)	(1,19,73,319)
Sale of Fixed Assets	-	45,000
Increase in Deposits	<u>(22,30,900)</u>	<u>8,62,778</u>
Net cash from investing activities	(22,75,700)	(1,10,65,541)
Cash flows from financing activities		
Interest paid	(1,84,52,221)	(2,37,01,682)
Dividend Paid	(11,88,535)	-
Proceeds from long term borrowings	3,17,26,262	12,54,551
Proceeds from long term provisions	56,509	(19,132)
Net cash from financing activities	<u>1,21,42,015</u>	<u>(2,24,66,263)</u>
Net increase/(decrease) in cash & cash equivalents	(29,48,263)	26,80,045
Cash & cash equivalents at the beginning of the year	<u>53,71,049</u>	<u>26,91,004</u>
Cash & cash equivalents at the end of the year	24,22,786	53,71,049

For and on behalf of the Board

As per our report attached
for A. RAMACHANDRA RAO & CO.,
Chartered Accountants
ICAI FRN : 002857S

Sd/-
(A. RAMACHANDRA RAO)
Partner
M No : 009750

Place : CHILAKALURIPET
Date : May 25, 2016

Sd/-
(MADDI LAKSHMAIAH)
Chairman (Din No.00013387)

Sd/-
(MADDI RAMESH)
Managing Director (Din No.00013394)

Sd/-
(MADDI VENKATESWARA RAO)
Director (Din No.00013393)

Notes on Financial Statements for the year ended 31 March 2016

	As at 31 March 2016 ₹	As at 31 March 2015 ₹
Note 1 : Share Capital		
Authorised		
14,00,000 (previous year: 14,00,000) Equity Shares of ₹ 10/- each	1,40,00,000	1,40,00,000
10,00,000 (previous year: 10,00,000) Preference Shares of ₹ 100/- each	10,00,000	10,00,000
TOTAL	1,50,00,000	1,50,00,000
Issued		
8,90,000 (previous year: 8,90,000) Equity Shares of ₹ 10/- each	89,00,000	89,00,000
TOTAL	89,00,000	89,00,000
Subscribed and Paid-up		
7,90,000 (previous year: 7,90,000) Equity Shares of ₹ 10/- each fully paid-up in cash	79,00,000	79,00,000
TOTAL	79,00,000	79,00,000
Reconciliation of the shares outstanding at the beginning and at the end of reporting period :		
No. of Equity Shares at the beginning of the period	7,90,000	7,90,000
Issued Equity Shares during the period	-	-
Outstanding at the end of the period	7,90,000	7,90,000

Details of shareholders holding more than 5% shares in the company

	As at 31 March 2016		As at 31 March 2015	
	No. of shares	% of holding	No. of shares	% of holding
M/s. Maddi Lakshmaiah & Co., Ltd.	1,53,763	19.46	1,53,763	19.46
M/s. K.S.Subbaiah Pillai & Co., (India) Ltd.	1,20,900	15.30	1,20,900	15.30
M/s. M.L. Agro Products Ltd.	1,00,000	12.66	1,00,000	12.66
Industrial Development Bank of India	99,125	12.55	99,125	12.55
ICICI Bank Ltd.	49,563	6.27	49,563	6.27

	As at 31 March 2016 ₹		As at 31 March 2015 ₹	
Note 2 : Reserves and Surplus				
Capital Reserve :				
Balance at the beginning of the year	1,64,375		1,64,375	
Central Investment Subsidy	49,98,000	51,62,375	49,98,000	51,62,375
Capital Redemption Reserve		6,00,000		6,00,000
Revaluation Reserve :				
Balance at the beginning of the year	88,96,330		1,09,24,938	
Add : Increase due to sale of Machinery	-		-	
Less : Transferred to Profit and Loss A/c.	4,24,451	84,71,879	20,28,608	88,96,330
General Reserve :				
Balance at the beginning of the year	5,33,37,268		5,33,37,268	
Less : Transferred to Profit and Loss A/c.	-		-	
Add: Transferred from profit and loss account	-	5,33,37,268	-	5,33,37,268
Profit and loss account :				
Balance at the beginning of the year	8,60,96,919		8,46,53,968	
Profit/ loss for the period	55,87,328		14,42,951	
Profit available for Appropriations	-		-	
Less: Proposed dividend on equity shares	9,87,500		-	
Tax on proposed dividend	2,01,035		-	
Balance carried forward	9,04,95,712		8,60,96,919	
TOTAL	15,80,67,234		15,40,92,891	

	As at 31 March 2016 ₹	As at 31 March 2015 ₹
Note 3 : Long Term Borrowings		
Term Loan From Bank (Secured)	2,46,51,067	3,79,50,734
Term Loan from Axis Bank (amount sanctioned Rs. 6,86,00,000) is secured by exclusive first charge by way of Hypothecation of a) 0.60 MW S52 model WTG of Suzlon make, b) 0.85 MW G58 model WTG of Gamesa make, and c) equitable mortgage of land located at Pushpathur village related to windmill project. This loan is also secured as collateral security by way of a) hypothecation on receivables generated out of the windmills and b) an equitable mortgage of a commercial land belonging to third party. It is further secured by personal guarantees of Sri M. Ramesh, Managing Director, Sri M. Lakshmaiah, Promoter Director and Sri M. Venkateswara Rao, Director in their individual capacities. The Term Loan is repayable in 87 monthly installments starting from 31 December 2011.		
TOTAL	2,46,51,067	3,79,50,734
Note 4 : Other Long Term Liabilities		
Unsecured Loans		
a) From Directors	5,89,74,663	1,39,48,734
TOTAL	5,89,74,663	1,39,48,734
Note 5 : Long Term Provisions		
Provision for Gratuity	-	-
Provision for Leave Encashment	1,72,115	1,15,606
TOTAL	1,72,115	1,15,606
Note 6 : Short Term Borrowings		
Loans repayable on demand (Secured)		
From Canara Bank	18,67,01,138	20,34,68,379
Loan from bank is advanced by Canara Bank, secured by Hypothecation of Raw Materials, Consumable Stores, Finished Goods, Book Debts and are also secured by a first charge on the fixed assets except land and other assets of the Company related to windmill project. It is further secured by personal guarantees of Sri M. Ramesh, Managing Director, Sri M. Lakshmaiah, Promoter Director and Sri M. Venkateswara Rao, Director in their individual capacities.		
TOTAL	18,67,01,138	20,34,68,379
Note 7 : Trade Payables		
For Materials	2,94,41,039	2,11,45,967
TOTAL	2,94,41,039	2,11,45,967
Note 8 : Other Current Liabilities		
a) Current maturity of long term debts	1,31,40,000	1,31,40,000
b) Interest Accrued and Due on borrowings	-	-
c) Unclaimed Dividend	4,12,433	5,68,314
d) Advance payments received against sales	57,59,859	1,08,27,739
e) Proposed Dividend (including Tax on Dividend)	11,88,535	-
f) Provision for income tax(net)	4,50,083	-
g) Other Payables	1,74,00,932	2,49,05,289
TOTAL	3,83,51,842	4,94,41,342

NOTE 9 : FIXED ASSETS

Sl. No.	Description of Assets	GROSS BLOCK AT COST				DEPRECIATION WRITTEN OFF				NET BLOCK	
		As at	Additions	Cost of	As at	Upto	Depre-	For the year	Upto	As at	As at
		01-04-2015	during the	Sales/Adjustments	31-03-2016	31-03-2015	ciation	₹	31-03-2016	31-03-2016	31-03-2015
	₹	Year	during the year	₹	₹	on Assets	₹	₹	₹	₹	
		to 31-3-16	to 31-03-16			Sold					
		₹	₹	₹	₹	₹	₹	₹	₹	₹	
TANGIBLE ASSETS											
1	Land & Site Development #	43,98,531	-	-	43,98,531	5,22,340	-	47,082	5,69,422	38,29,109	38,76,191
2	Buildings	3,52,81,646	-	-	3,52,81,646	1,56,39,808	-	11,29,930	1,67,69,738	1,85,11,908	1,96,41,838
3	Machinery	12,98,69,954	-	-	12,98,69,954	8,99,35,995	-	45,40,056	9,44,76,051	3,53,93,903	3,99,33,959
4	Wind Turbine Generators	8,29,36,216	-	-	8,29,36,216	1,54,39,562	-	35,82,845	1,90,22,407	6,39,13,809	6,74,96,654
47	5 Electrical Equipment	1,01,409	-	-	1,01,409	1,00,909	-	-	1,00,909	500	500
6	Furniture & Equipment	38,53,139	44,800	-	38,97,939	36,27,997	-	94,022	37,22,019	1,75,920	2,25,142
7	Laboratory Equipment	76,003	-	-	76,003	75,803	-	-	75,803	200	200
8	Vehicles	13,74,390	-	-	13,74,390	5,48,041	-	1,47,715	6,95,756	6,78,634	8,26,349
9	Library	6,265	-	-	6,265	6,265	-	-	6,265	-	-
	TOTAL :	25,78,97,553	44,800	-	25,79,42,353	12,58,96,720	-	95,41,650	13,54,38,370	12,25,03,983	13,20,00,833
	Previous Year	24,72,81,390	1,19,73,319	13,57,156	25,78,97,553	11,58,93,556	13,53,763	1,13,56,927	12,58,96,720	13,20,00,833	13,13,87,834

The Company has acquired 23 acres 68 cents of land at Jandrapet, Chirala Mandal, Prakasam District, Andhra Pradesh for the factory from Government of Andhra Pradesh on lease for a period of 99 years commencing from 12-12-1975.

	As at 31 March 2016 ₹	As at 31 March 2015 ₹
Note 10 : Non-Current Investments		
a) Post office savings certificate (Deposited with District Supply Office)	850	850
TOTAL	850	850
Note 11 : Long-term Loans & Advances		
a) Deposits	1,07,24,493	84,93,593
TOTAL	1,07,24,493	84,93,593
Note 12 : Inventories (Valued and Certified by Management)		
a) Raw Materials (at Cost)	1,04,73,144	5,17,63,754
b) Finished Goods (at Cost or realisable value which ever is less)	24,37,26,839	12,76,89,668
c) Stores and Spares Consumables (at Cost)	3,08,62,520	3,42,18,865
d) Loose Tools (at Cost)	4,40,234	4,92,988
TOTAL	28,55,02,737	21,41,65,274
Note 13 : Trade Receivables		
Outstanding for over six months from due date	8,37,820	7,27,762
Other Debtors	4,57,82,162	8,60,22,989
TOTAL	4,66,19,982	8,67,50,751
Note 14 : Cash and Cash Equivalents		
a) Cash on Hand	2,42,490	9,95,786
b) Balance with Banks	17,67,863	37,88,349
c) Unpaid Dividend Accounts	4,12,433	5,86,914
TOTAL	24,22,786	53,71,049
Note 15 : Short-Term Loans and Advances (Unsecured and Considered good) (Advances recoverable in cash or kind for value to be received)		
a) Advance for Materials	58,849	1,79,759
b) Advance for Expenses	17,50,535	18,12,312
c) Advances for Others	5,45,48,360	6,22,35,535
d) Others	9,43,887	8,44,970
e) Advance Tax (Net)	-	3,76,180
f) Central Excise Duty-Refundable A/c	15,59,197	-
TOTAL	5,88,60,828	6,54,48,756

	For the year ended 31 March 2016		For the year ended 31 March 2015	
	₹	₹	₹	₹
Note 16 : Other Income				
a) Interest on Deposits		10,08,989		7,33,053
b) Insurance Claims		11,03,836		4,35,181
c) Miscellaneous Receipts		2,00,279		2,93,660
d) Export Incentive		6,16,003		9,93,516
e) Sale of VKGUY Licenses		53,70,401		48,68,898
f) Miscellaneous Sales		2,23,766		1,69,570
TOTAL		85,23,274		74,93,877
Note 17 : Cost of Materials Consumed				
a) Consumption of Raw Material		1,31,85,17,216		1,07,38,94,237
b) Consumption of Stores & Spares		25,21,698		44,59,096
c) Consumption of Packing Material		1,27,18,604		1,82,24,865
d) Consumption of Process Chemicals		1,92,23,728		2,08,63,578
TOTAL		1,35,29,81,246		1,11,74,41,775
Note 18 : Changes in Inventories				
a) Finished Goods				
Opening Stock	12,76,89,668		13,42,64,249	
Closing Stock	<u>24,37,26,839</u>	<u>(11,60,37,171)</u>	<u>12,76,89,668</u>	<u>65,74,581</u>
TOTAL		(11,60,37,171)		65,74,581
Note 19 : Employee Benefit Expenses				
a) Salaries, Wages & Bonus (including overtime, exgratia and gratuity)		1,48,87,822		1,38,79,890
b) Provident Fund Contribution		16,05,406		14,76,010
c) Workmen and Staff Welfare Expenses		22,62,830		36,91,005
TOTAL		1,87,56,058		1,90,46,905
Note 20 : Finance Costs				
a) Interest on Working Capital				
i) Interest on secured loans	1,04,74,735		1,44,82,442	
ii) Interest on unsecured loans	<u>27,58,900</u>	<u>1,32,33,635</u>	<u>21,65,260</u>	<u>1,66,47,702</u>
b) Interest on Term Loan		52,18,586		70,53,980
TOTAL		1,84,52,221		2,37,01,682

		For the year ended 31 March 2016		For the year ended 31 March 2015
	₹	₹	₹	₹
Note 21 : Depreciation and Amortisation Expense				
Depreciation and Amortization Expenses for the Year		95,41,650		1,13,56,927
Less : Transferred from Asset Revaluation		4,24,451		20,28,608
TOTAL		91,17,199		93,28,319
Note 22 : Other Expenses :				
Manufacturing Expenses				
Power & Diesel Consumed	4,75,31,236		4,76,91,763	
Rice Husk & Coal Consumed	86,51,223		93,25,603	
Material Handling Charges	20,46,615	5,82,29,074	19,64,037	5,89,81,403
Repairs & Maintenance				
Machinery	1,37,66,212		1,66,21,665	
Building	2,27,471	1,39,93,683	83,912	1,67,05,577
Administrative Expenses				
Rent	12,626		24,208	
Insurance	13,26,777		13,68,511	
Travelling	4,98,481		4,66,693	
Rates & Taxes	5,29,512		6,90,282	
Bank Charges	5,35,453		4,21,889	
Foreign Exchange Fluctuations	-		1,70,505	
Legal & Professional Charges	5,38,940		62,035	
Directors' Sitting Fees	42,000		3,300	
Loss on sale of fixed assets	-		-	
Managing Director's Remuneration & Commission	18,00,000		1,50,000	
E.D's Remuneration & Commission	-		16,50,000	
Other Expenses	41,89,812	94,73,601	40,75,357	90,82,781
Auditor's Remuneration				
Audit Fee	2,30,000		2,24,720	
Tax Audit Fee	13,800		13,483	
Reimbursement of Expenses	16,639	2,60,439	27,131	2,65,334
Sales Expenses				
Carriage Outwards	4,02,26,084		4,34,28,247	
Export Expenses	39,26,007		1,10,33,351	
Other Sales Expenses	29,27,555	4,70,79,646	51,87,282	5,96,48,880
TOTAL		12,90,36,443		14,46,83,975

NOTE 23:**ACCOUNTING POLICIES**

1. **Basis of Preparation:** The Financial Statements of Coromandel Agro Products & Oils Limited have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India (GAAP) and comply with the mandatory Accounting Standards (AS) issued by the Institute of Chartered Accountants of India to the extent applicable and with the relevant provisions of the Companies Act, 2013.
2. **Use of Estimates:** The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.
3. **Fixed Assets:** Tangible assets i.e., Land, Buildings, Plant and Machinery are stated at revalued cost less depreciation. Other fixed assets are stated at cost less depreciation. Depreciation has been provided as per the amendment to Schedule II of the Companies Act, 2013 on straight line basis . Lease hold land is amortised over the period of lease. Depreciation on additions due to revaluation of fixed assets is provided based on the estimated residual life of the assets as per approved valuer report. This amount of depreciation for each year attributable to the revalued assets is transferred from Assets Revaluation Reserve to Credit of Profit and Loss Account.
4. **Investments:** Investments are stated at cost.
5. **Provision for Retirement Benefits:** Company has taken L.I.C. Group Gratuity and Superannuation Policies to cover the liability arising out of employees going to retire according to their retirement status. Liability under Gratuity is determined on actuarial valuation done by L.I.C. of India
6. **Inventories:** The inventories comprising raw materials, stores & spares and finished goods are valued at cost or net realisable value, whichever is less. The term cost comprises of purchase price including duties and taxes, freight inwards and other expenditure directly attributable to the acquisition excluding refundable duties and taxes. The cost is computed on weighted average basis.
7. **Foreign Currency Transactions:** Foreign Currency Transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on Foreign Currency Transactions settled during the year are recognized in the Profit & Loss Account.
8. **Revenue recognition of income and expenditure:** All Income and Expenditure are accounted on accrual basis, except where stated otherwise.
9. **Provisions and Contingencies:** Provision is made in the books of account when there is a present obligation as a result of past event that probably required an outflow of resources and a reasonable estimate can be made.

A disclosure for a contingent liability is made when there is a possible obligation or present obligation that arises from past events and the outflow of resources embedding economic benefit is not probable.

A contingent liability or a provision at the Balance Sheet date is not disclosed or recognized unless the possibility of any outflow of resources in settlement is remote.
10. **Deferred Income-Tax:** Deferred Tax charge or credit reflects that tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liability or asset are recognized using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future, however, where there is unabsorbed depreciation or carry forward losses,

deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonable/virtual certainty (as the case may be) to be realized.

- 11. Impairment of Assets:** An Asset is treated as impaired when the carrying of cost of Assets exceeds its receivable value. An impairment loss is charged for when the asset is identified as impaired. The impairment loss received in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

NOTE 24 : NOTES ON ACCOUNTS	As at 31-3-2016 ₹	As at 31-3-2015 ₹
1. In the Opinion of the management there is no indication that any of the assets of the company has been impaired. Accordingly no loss on account of impairment has been recognized during the year in terms of Accounting Standard 28- Impairment of assets.		
2. CURRENT ASSETS, LOANS & ADVANCES : The Board is of the opinion that the Current Assets, Loans and Advances have a value on realization in the ordinary course of Business at least to the amount at which they are stated.		
3. DEFERRED TAXATION Deferred tax liability included in the Balance Sheet comprises the following:		
a. Deferred Tax Assets:		
Provisions	—	—
Brought forward business loss and	—	—
Unabsorbed depreciation	—	—
	<hr/>	<hr/>
b. Deferred Tax Liabilities :		
Fixed Assets	2,23,76,561	2,41,67,453
	<hr/>	<hr/>
c. Net Amount (a-b),being Deferred Tax Liability / (Asset)	2,23,76,561	2,41,67,453
	<hr/>	<hr/>
4. EARNINGS PER SHARE : The computation of EPS is set out below:		
a. Earnings :		
Net profit / (Loss)for the year	55,87,328	14,42,951
b. Shares :		
Weighted average number of equity shares outstanding during the year	7,90,000	7,90,000
c. Earnings per share of face value ₹ 10/- (a/b)	7.07	1.83

5. RELATED PARTIES DISCLOSURES :**List of related parties with whom transactions have taken place during the year :**i) **Subsidiaries :** Nilii) **Associates :**

- a) Maddi Lakshmaiah & Co. Ltd.
- b) M.L.Agro Products Ltd.
- c) M.L.Exports
- d) K.S.Subbiah Pillai & Co. (India) Ltd.

iii) **Key Managerial Personnel :**

- a) Sri. M.Ramesh -- Managing Director
- b) Sri. M.Lakshmaiah -- Chairman
- c) Sri. M.Venkateswara Rao -- Director

	As at 31-3-2016 ₹	As at 31-3-2015 ₹
iv) Transactions during the year with related parties :		
Unsecured Loans :		
a) Taken during the year	10,47,07,634	8,21,65,260
b) Repaid during the year	4,57,32,971	6,82,16,526
c) Balance as at 31 March, 2016	5,89,74,663	1,39,48,734
Expenditure :		
a) Interest on Fixed Loans	27,58,900	21,65,260
b) Managerial Remuneration and Commission	19,83,600	19,78,500

6. Segment Wise Information:

The company has identified two reportable segments viz. Seed Processing and Wind Turbine. Segments have been identified and reported taking into account the nature of products and services, the differing risks and returns and the internal business reporting system. The accounting policies adopted for segment reporting are in line with the accounting policies of the company.

Particulars	For the Year ended 31-03-2016			For the Year ended 31-03-2015		
	Seed Processing	Wind Turbine Generators	Total	Seed Processing	Wind Turbine Generators	Total
	₹	₹	₹	₹	₹	₹
Revenue	140,41,95,281	75,83,876	141,17,79,157	131,28,87,997	80,84,812	132,09,72,809
Profit/(Loss) before interest and Tax	2,46,13,838	18,34,818	2,64,48,656	2,16,34,941	22,62,313	2,38,97,254
Interest	1,32,33,635	52,18,586	1,84,52,221	1,66,47,702	70,53,980	2,37,01,682
Tax	34,88,308	(10,79,201)	24,09,107	(1,88,091)	(10,59,288)	(12,47,379)
Profit / (Loss) after Tax	78,91,895	(23,04,567)	55,87,328	51,75,330	(37,32,379)	14,42,951
Other Information :						
Assets	45,18,89,720	7,47,45,939	52,66,35,659	43,74,85,167	7,47,45,939	51,22,31,106
Liabilities	30,05,00,797	6,01,67,628	36,06,68,425	27,49,80,028	7,52,58,187	35,02,38,215
Capital Expenditure	44,800	-	44,800	1,19,73,319	-	1,19,73,319
Depreciation and Amortisation	51,48,428	39,68,770	91,17,198	53,59,549	39,68,770	93,28,319

7. The Company does not owe any amount to Micro, Small and Medium Enterprises (SME). This information is required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006. The amount is determined to the extent such parties have been identified on the basis of information available with the Company.

8. The following table set out the gratuity plan under AS-15 (revised)

PARTICULARS	For the year ended 31-03-2016 ₹	For the year ended 31-03-2015 ₹
Opening Balance of Present Value of Defined Benefit Obligation	51,19,490	50,18,379
Current Service Cost	4,16,022	3,39,952
Interest Cost	4,09,559	4,01,470
Actuarial Losses / (gain)	3,33,128	1,62,166
Benefits Paid	(3,88,163)	(8,02,477)
Closing Balance of Present Value of Defined Benefit Obligation	58,90,036	51,19,490
Change in fair value of Plan assets		
Opening Balance of fair value of plan assets	53,33,104	53,55,297
Expected Return on plan assets	4,80,152	4,28,426
Actuarial Losses / (gain)	—	—
Contribution by employer	7,39,969	3,51,859
Benefits paid	(3,88,163)	(8,02,477)
Closing balance of Fair Value of Plan Assets	61,65,062	53,33,104
Net Asset / (Liability) recognized in the Balance Sheet		
Present value of funded obligations	58,90,036	51,19,490
Fair Value of plan assets	61,65,062	53,33,104
(Net Asset) / Liability in the Balance Sheet	(2,75,026)*	(2,13,614)*
Expenses Recognised in the Profit and Loss Account		
Current Service Cost	4,16,022	3,39,952
Interest Cost	4,09,559	4,01,470
Expected Return on Plan Assets	(4,80,152)	(4,28,426)
Actuarial Loss / (Gain)	3,33,128	1,62,166
Total Expenses	6,78,557	4,75,162

*This amount is included in Note 5.

	As at 31-3-2016 ₹	As at 31-3-2015 ₹
9. PROFIT AND LOSS ACCOUNT :		
A) Following amounts were paid to the Managing Director/ Executive Director during the year :		
M.D. REMUNERATION :		
1. Salary	18,00,000	1,50,000
2. Employers Contribution to Provident Fund & Superannuation Fund	1,83,600	780
	<u>19,83,600</u>	<u>1,50,780</u>

	As at 31-3-2016 ₹	As at 31-3-2015 ₹
Computation of Net Profit as per Companies Act, 2013 showing the calculation of Remuneration payable to the Managing Director:		
Profit / (Loss) as per Profit & Loss Account	55,87,328	14,42,951
Add: a) Depreciation	91,17,199	93,28,319
b) Directors' Sitting Fee	42,000	3,300
c) Managing Director's Remuneration	18,00,000	1,50,000
d) (Profit) / Loss on sale of Fixed Assets	-	(41,607)
Less: Depreciation	(91,17,199)	(93,28,319)
Net Profit / (Loss)	<u>74,29,328</u>	<u>15,54,644</u>
Commission @ 5% on Net Profit	3,71,466	77,732
Salary	18,00,000	1,50,780
Commission payable to the Managing Director	NIL	NIL
B) Travelling expenses include NIL paid to Managing Director (Previous Year NIL) and ₹ 1,38,000/- paid to other Directors (Previous year ₹ 25,300/-).		

10. PARTICULARS OF SALES :

SL NO.	PARTICULARS	For the Year Ended 31-3-2016		For the Year Ended 31-3-2015	
		QUANTITY M.T.	VALUE ₹	QUANTITY M.T.	VALUE ₹
1	Cotton Seed Oil	9,333.857	49,11,90,595	8,560.080	45,72,68,539
2	Cotton Seed Cake	29,477.714	65,70,85,414	30,675.483	56,88,65,691
3	Cotton Seed Hulls	15,480.405	17,81,98,509	23,099.080	16,50,82,536*
4	Linters 1 st Cut	699.200	1,74,64,815*	2,110.930	4,36,38,379*
5	Linters 2 nd Cut	2,290.975	5,31,92,109*	3,064.370	6,34,52,949*
6	Cotton Seed Soap Stock	1,060.055	62,86,671	1,123.275	58,13,405
7	Cotton Seed Acid Oil	356.660	7,13,320	486.515	12,33,806
8	Cotton Seed Sludge Oil	75.460	63,848	38.815	38,815
9	W.T.G. Units		75,83,876		80,84,812
TOTAL :			<u>1,41,17,79,157</u>		<u>1,31,34,78,932</u>

*These items include export turnover of ₹ 4,25,78,375/- during the year(₹ 9,09,41,990/- Previous Year)

11 . STATEMENT OF RAW MATERIALS CONSUMPTION :

SL. NO.	PARTICULARS	For the Year Ended 31-3-2016		For the Year Ended 31-3-2015	
		QUANTITY M.T.	VALUE ₹	QUANTITY M.T.	VALUE ₹
1	Cotton Seed	64,956.842	1,31,85,17,216	70,437.741	1,07,38,94,237
TOTAL :			1,31,85,17,216		1,07,38,94,237

1. Value of Material :		₹	₹
a) Raw Materials : Indigenous		1,31,85,17,216	1,07,38,94,237
	: Imported	—	—
b) Stores & Spares : Indigenous		25,21,698	44,59,096
2. Export earnings in Foreign Currency : (including Rupee Trade)			
Export Turnover on F.O.B. Basis		4,22,62,633	8,41,46,279
3. Expenditure in Foreign Currency : Import of Spares on CIF Basis		—	—
4. Previous year figures have been regrouped wherever necessary to compare with current year figures.			

SIGNATURES FOR NOTES 1 TO 24

As per our report attached to the Balance Sheet
For A.RAMACHANDRA RAO & CO.,
Chartered Accountants
ICAI FRN : 002857S

Sd/-
(A.RAMACHANDRA RAO)
Partner
M.No.009750

Place : CHILAKALURIPET
Date : May 25, 2016.

For and on behalf of the Board

Sd/-
(MADDI LAKSHMAIAH)
Chairman
DIN : 00013387

Sd/-
(MADDI RAMESH)
Managing Director
DIN : 00013394

Sd/-
(MADDI VENKATESWARA RAO)
Director
DIN : 00013393

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

E-Voting instructions

Pursuant to the Provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 40th Annual General Meeting to be held on Wednesday, 10th August, 2016, at 10.30 AM. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the E-Voting facility.

The instructions for shareholders voting electronically are as under:

The E-Voting Sequence Number and period of E-Voting are set out below:

EVSN (E-VOTING SEQUENCE NUMBER) : 160627010

COMMENCEMENT OF E-VOTING : Sunday, 07th August, 2016 at 09.00 A.M IST

END OF E-VOTING : Tuesday, 09th August, 2016 at 05.00 P.M IST

STEPS & INSTRUCTIONS FOR E-VOTING:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Sunday**, 07th August, 2016 at 09.00 A.M and ends on **Tuesday**, 09th August, 2016 at 05.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 03rd August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

(vii) If you are a first time user - follow the steps given below:

For Members holding shares in Demat Form / Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demataccount holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



COROMANDEL AGRO PRODUCTS AND OILS LTD.,

CIN.NO-L15143TG1975PLC001967

Regd Office : 12-B, Skylark Apartments, Basheerbagh, HYDERABAD - 500 029.

Phone: 040-2322 8713, 2322 8714.

Fax :040-2322 8713, E-mail:capol@mlgroup.com

BALLOT FORM

1	Name and Registered Address of the sole/ First Named Share Holder	:	
2	Name(s) of the Joint Holder(s) if any	:	
3	Registered Folio No./DP ID & Client ID	:	
4	Number of Share(s) held	:	

I/We hereby exercise my/our vote(s) in respect of the following resolutions stated in the Notice of the fortieth Annual General Meeting of the Company to be held on Wednesday August 10, 2016 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolutions	No.of Shares	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent the Resolution
1.	Consider and Adopt: Audited Financial Statement, Reports of Board of Directors and Auditors			
2.	Declaration of Dividend			
3.	Re-appointment of Sri Maddi Lakshmaiah, who retires by rotation.			
4.	Re-appointment of Sri Maddi Venkateswara Rao, who retires by rotation.			
5.	Re-appointment of M/s. A. Ramachandra Rao & Co., as Statutory Auditors.			
6.	Ratification of remuneration of the Cost Auditors.			

Place:

Date:

(Signature of the Shareholder)

Note: Please read the instructions given overleaf carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Meeting.

Process and Manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer, Mr.K. Srinivasa Rao, Partner of M/s.K. Srinivasa Rao & Co., Scrutinizer C/o. Capol, 12B, Skylark Apartments, Basheerbagh, Hyderabad – 500 029, in the self address envelope enclosed with the form.
2. The form should be signed by the Member as per the specimen signature registered with the company / Depository. In case of joint holding, the Form should be completed and signed by the first named Member and his/her absence, by the next name job holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by ballot is not permitted through proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot Form.
5. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity share capital of the company as on August 3, 2016.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Tuesday, 09 August, 2016 (5 p.m. IST). Ballot Form received after Tuesday, 09 August, 2016 will be strictly treated as if the reply from the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate form should reach the Scrutinizer not later than the date and time specified in serial no.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot will be final.
10. The results declared, shall be placed on the Company's website www.capol.in and on the website of the Central Depository Securities Limited within two days of passing of the Resolutions at the AGM of the Company on August 10, 2016, and communicated to the BSE Limited, where the shares of the Company are listed.



COROMANDEL AGRO PRODUCTS AND OILS LTD.,

CIN.NO-L15143TG1975PLC001967

Regd Office : 12-B, Skylark Apartments, Basheerbagh, HYDERABAD - 500 029.

Phone: 040-2322 8713, 2322 8714.

Fax :040-2322 8713, E-mail:capol@mlgroup.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)		E-mail Id:	
Registered Address		Folio No/ Client ID :	
		DP ID:	

I/We, being a member/members of the Company holdingshares here by appoint

- 1).....of.....having email IDor falling him
- 2).....of.....having email IDor falling him
- 3).....of.....having email IDor falling him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th ANNUAL GENERAL MEETING of the company to be held at 12-B, Skylark Apartments, Basheerbagh, HYDERABAD - 500 029,on 10th August 2016 at 10:30 AM.and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

	Resolutions	For	Against
1.	Consider and Adopt: Audited Financial Statement, Reports of Board of Directors and Auditors		
2.	Declaration of Dividend		
3.	Re-appointment of Sri Maddi Lakshmaiah, who retires by rotation.		
4.	Re-appointment of Sri Maddi Venkateswara Rao, who retires by rotation.		
5.	Re-appointment of M/s. A. Ramachandra Rao & Co., as Statutory Auditors.		
6.	Ratification of remuneration of the Cost Auditors.		

Signed this.....day of.....2016

Affix
Revenue
Stamp

.....
Signature of the Member

.....
Signature of the Proxy Holder.

Note: This form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company. Not Less than 48 hours before the commencement of the meeting.



COROMANDEL AGRO PRODUCTS AND OILS LTD.,

CIN.NO-L15143TG1975PLC001967

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Phone: 040-2322 8713, 2322 8714.

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ATTENDANCE SLIP

DP Id	
-------	--

Folio No.	
-----------	--

Client Id	
-----------	--

No. of Shares	
---------------	--

NAME AND ADDRESS OF THE SHARE HOLDER

I hereby record my presence at the 40th ANNUAL GENERAL MEETING of the Company held at 12-B, Skylark Apartments, Basheerbagh, Hyderabad-500 029 on Wednesday, the 10th August 2016 at 10:30 AM.

.....
Name of the member/Proxy(IN BLOCK LETTERS)

.....
Signature of the member/Proxy

Note:Please fill up this attendance slip and hand it over at the entrance of the meeting hall, Members are requested to bring their copies of the Annual Report to the meeting.