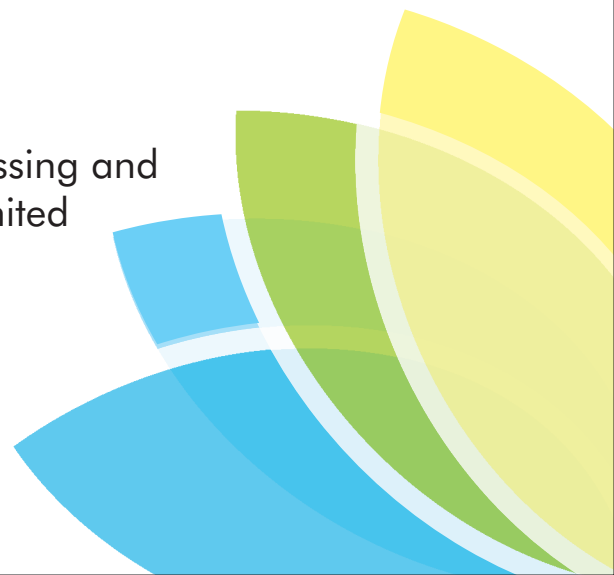




25th ANNUAL
REPORT
2014 - 2015

The Kerala Cardamom Processing and
Marketing Company Limited



BOARD OF DIRECTORS

Mr. George J. Mathew (Chairman) (upto 25.09.2014)
Mr. Johny Mathew (Chairman) (w.e.f. 25.09.2014)
Mr. Raghavan Guhan (Vice Chairman) (w.e.f. 25.09.2014)
Mr. Jojo George Pottemkulam (Managing Director)
Mr. K. Zia Ud Din Ahamed (Joint Managing Director)

DIRECTORS

Mr. K. M. Eapen (upto 25.09.2014)
Mr. S. Ramachandran (upto 25.09.2014)
Mr. M. Arunan (upto 25.09.2014)
Mr. Uthayakumar Manoharan (upto 25.09.2014)
Mr. Ramba Kamaraj (upto 25.09.2014)
Mr. R. Sakthi Subramanian (w.e.f. 25.09.2014)
Mr. K. I. Varkey
Mr. T.K.S.K. Saravanan (w.e.f. 25.09.2014)
Mr. Mohan Varughese (w.e.f. 25.09.2014)
Mr. K. Sakthivel (w.e.f. 25.09.2014)
Mr. Bobby Tom (w.e.f. 25.09.2014)
Mrs. Susan Punnoose (w.e.f. 25.09.2014)
Mrs. S. Jayakumary (w.e.f. 25.09.2014)

AUDITORS

Mr. K. T. Thomas FCA, Ponkunnam
M/s. Rangamani & Co., Alleppy

BANKERS

Central Bank of India
ICICI Bank Limited

REGISTERED OFFICE

K.P1/741 B, Spice House, Thekkady P.O, PIN-685509
CIN: U15495KL1990PLC005656
e mail:info@kcpmc.com,
www.kcpmc.com

REGIONAL/DIVISIONAL OFFICES

Trade House, 1/138, Subbaraj Nagar,
Bodinayakanur, PIN-625513

N.H Bye-pass Road, Kalpetta,
Wyanadu, PIN-673121

Heavea House, Mannarkkayam,
Kanjirapally, PIN-686507

Dear Shareholders,

Your company celebrates 25 years of exemplary services in its area of operations this year. It stands today as a symbol of an institution that has successfully set standards of operating and adding value to local communities and growing a well structured organization for the future. Having laid its foundations almost 40 odd years ago, KCPMC began its operations as a public limited company with distribution in agro inputs in 1990. It thereafter went on to begin its operations in cardamom auctions and trade and then later its operations in natural rubber.

Your company has seen some tremendous years of un-bridled growth, solely due to fact that we were prepared to capitalize on opportunities that the environment presented. The unique nature of ownership by planter families from Tamil Nadu and Kerala and the commitment and guidance of the founders helped the organization reach its current stature.

This is the time to acknowledge and thank our founding visionaries for what they could perceive for the future and the manner in which they guided and transformed a modest operation into a robust professional organization for the future. They have done their task and performed their responsibility to the best and have today handed over the reins to the next generation.

The foundation laid by them is surely a strong and well-preserved one; nevertheless the standards set, not an easy one to emulate. KCPMC has had enviable growth during the last decade or so, which has set the foundations firmly for the future. It is now the task of the new and younger management to visualize from where and how its growth should be and to be proactive, informed and nimble in its decisions.

The task that is set is all the more onerous and challenging, largely since the past played out has been a story of growth and success alone and barely never having failed in any of its major initiatives. This once again reiterates the focus and commitment in which these initiatives were pursued. The scale and nature of the future envisaged and the sheer burden of expectations is huge upon the new management. We are definitely up to the task and will strive our best to ensure that no efforts be spared to venture out and commit ourselves to the future of the organization.

All of us understand the turbulent times that we are in, notwithstanding, we understand our strengths and will be focusing on what is relevant and those that will lead your organization to a brighter future ahead...



Johny Mathew
Chairman

The Kerala Cardamom Processing and Marketing Company Limited

Registered Office –KP1/741 B-Spice House, Thekkady PO, Idukki

CIN: U15495KL1990PLC005656

NOTICE

Notice is hereby given that the 25th Annual General Meeting of The Kerala Cardamom Processing and Marketing Company Limited will be held at the registered office of the Company at Thekkady, on Wednesday the 30th September 2015 at 3 pm. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Directors' Report, the Secretarial Audit Report issued by the Company Secretary in Practice and the Auditor's Report.
2. To declare dividend for the financial year ended 31.03.2015.
3. To Appoint Directors in place of those who retire by rotation. The retiring Directors Mr.K.I Varkey (DIN: 01899065), Mr. Johny Mathew (DIN: 02503346), Mrs. Sivakumar Jayakumari (DIN: 06981167) are eligible for re-appointment.
- 4(1) To appoint auditors to hold office from the conclusion of this Annual General Meeting for the next six financial years subject to ratification at every such Annual General Meeting and fix their remuneration. Mr. K. T. Thomas F.C.A., (Membership No.022112) the retiring Auditor is eligible for reappointment.
- 4(2) To reappoint M/s Rangamani & Co, Chartered Accountants (Firm Registration No.003050S) as Tax Auditors of the Company from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, and to fix their remuneration.

Thekkady
25-08-2015

On behalf of
The Board of Directors,
Sd/-
Johny Mathew
(DIN: 02503346)
Chairman

NOTE: (1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument of proxy should however be deposited at the Registered Office of the company not less than forty eight hours before the commencement of the meeting.

- (2) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (3) In terms of Section 124 (5) read with Section 125 of the Companies Act, 2013, the dividends declared by the company, for earlier years, which remains unclaimed for a period of seven years will be transferred on due date to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed their dividend cheques in respect of earlier years are requested to make their claims (s) by surrendering the unencashed cheques immediately to the company.
- (4) The dividend as recommended by the board, if approved at this meeting, will be paid within 30 days from the date of declaration, to those members whose names appear in the Register of Members as on 30th September 2015.
- (5) Members are requested to notify immediately any change in their address, if any, to the company at the Registered Office.
- (6) Members are requested to lodge their email ID's along with their Name and Folio No. to company. This will

enable the company to send all future communications including Annual reports through electronic mode.

(7) Electronic voting facility for members:-

In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rule, 2014, the Company is pleased to provide members facility to exercise their right to vote at 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Service provided by Central Depository Services (India) Limited (CDSL).

The facility for voting either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- (8) Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the company for communication process, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being send in the permitted mode.
- (9) Members may also note that the notice of the Annual General Meeting and the Annual report will also be available at the company's website www.kcpmc.com for download. The physical copies of the aforesaid documents will also be available at the company's Registered Office at Thekkady for inspection during normal business hours on working days up to the date of the AGM.
- (10) Mr. V. J. Joseph, V. J. Joseph & Associates, Practising Company Secretaries, (C P No 3605), Poovarany, Kottayam has been appointed by the board as scrutinizer for conducting the remote e-Voting process in a fair and transparent manner.
- (11) The Scrutinizer shall, with in a period not exceeding three working days from the conclusion of the e-voting unlock the votes through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, Scrutinizer's report of the total votes cast in favour or against, if any, to the chairman of the Company.
- (12) The results declared along with the Scrutinizer's report will be placed on the Company's website www.kcpmc.com and on the website of E voting Agency
<https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx>

All the resolutions, subject to receipt of requisite number of votes, shall be deemed to be passed at the AGM scheduled to be held on 30th September 2015.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27.09.2015 at 9.00 AM and ends on 29.09.2015 at 5.00 PM. During this period shareholders of the Company, as on the cut-off date (record date) of 23.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
Members should enter Folio Number registered with the Company as User ID.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in 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 are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field. In case the Folio 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 Folio Number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

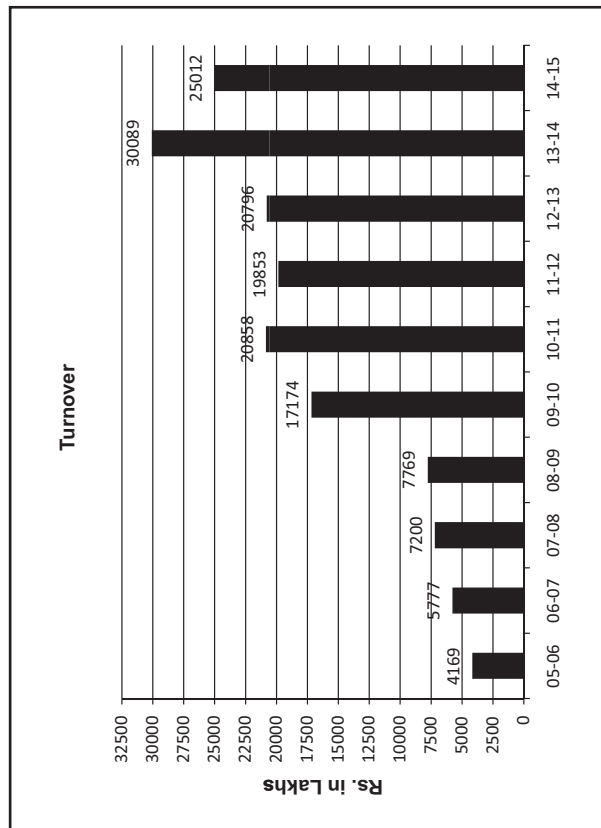
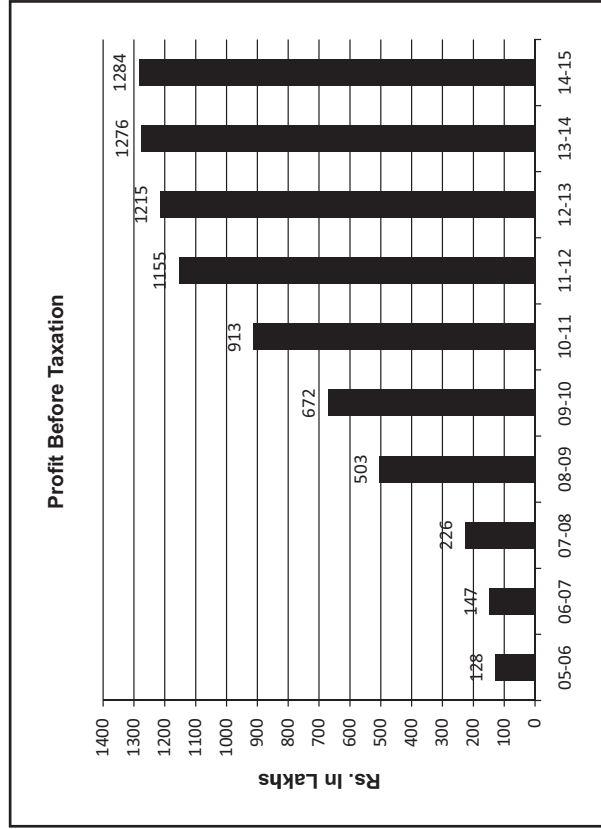
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 relevant to The Kerala Cardamom Processing and Marketing Company Limited 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.
- (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) 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 emailed 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.
- (xviii) 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.

On behalf of The Board of Directors,
Sd/-

Johny Mathew
(DIN: 02503346)
Chairman

Thekkady
25-08-2015

Particulars	(Rs. In Lakhs)													
	05-06	06-07	07-08	08-09	09-10	10-11	11-12	12-13	13-14	14-15				
Sales	4169	5777	7200	7769	17174	20858	19853	20796	30089	25012				
Profit before Taxation	128	147	226	503	672	913	1155	1215	1276	1284				
Profit after Taxation	84	96	145	319	427	589	759	798	826	838				
Share Capital	196.6	199.99	199.99	199.99	199.99	399.98	399.98	399.98	399.98	399.98				
Reserves	434	492	587	846	1202	1474	2093	2751	3411	4098				
Gross Fixed Assets	561	581	595	598	715	783	914	1820	1854	1864				
Dividend %	15	15	20	25	30	25	30	30	30	30				



DIRECTORS' REPORT

A warm welcome to all, to this 25th Annual General Meeting of your Company.

Economies around the world are going through turbulent times and the effects of it are felt all over. The interdependence of economies are felt even more, as it is proven again that no single market can exist in isolation. The impacts of happenings around the world are felt to varying degrees in all environments. As we speak, the impact of the slow down on the Chinese economy is felt as aftershocks all around the world. Commodity markets that stoked the Chinese juggernaut have suddenly come to a standstill, which is felt in all economies that fed on it. All of a sudden we are forced to look at newer products, markets and newer ways to market and address consumers.

We are not too far removed in the impact of all that is happening around us. Increasing impact of regulation and controls and increase in competition is forcing us to look at newer markets and skill sets that will allow us to work in wider and more pervasive markets. The past year has been one of the toughest years in the history of the company's existence with regulation and competition wiping our various lines of revenue that we had in our purview till date. The impact is profound in industrial raw materials as a result of slowing of connected economies. To us it resulted in drastic reduction of volumes in natural rubber trade, the industry as such is facing a deep crisis today.

Increasing regulatory interference has also affected our competitiveness in auctions, thereby forcing us to adopt extremely stringent measures to remain ahead. The latest policies adopted by the government also threaten the agro inputs sector today. The path ahead for this industry is unclear, but we are also hopeful that it will throw out

opportunities in trade, which we will definitely capitalise on, keeping in mind the interests of the farming community.

We continued to maintain our CRISIL rating at A- (less than 10% of companies rated by CRISIL fall in this category). Higher category ratings from CRISIL enables better borrowing and terms from financial institutions and will hold us in good stead in a larger industrial, regulatory or financial audience.

Let me get down to the duty of highlighting the year's performance. All divisions have performed relatively well, with some performing better than others.

FINANCIAL PERFORMANCE

Gross Turnover for the year fell by 16.87% to Rs.25011 lakhs, mainly due to decrease in both quantity (16.85%) and price of Sheet Rubber (20.45%). Agri-inputs division registered a growth of 18.09% and continued as the main contributor of company's bottom line. Auction division performed creditably well and again created a history by attaining a turn over of Rs.26701.71 lakhs. The rubber division showed a segment result of Rs.141.58 lakhs for the year.

The Company could maintain last year's Profit in spite of decrease in gross turnover. A preview of your Company's financial performance since 2003 is given below.

Rs.in Lakhs

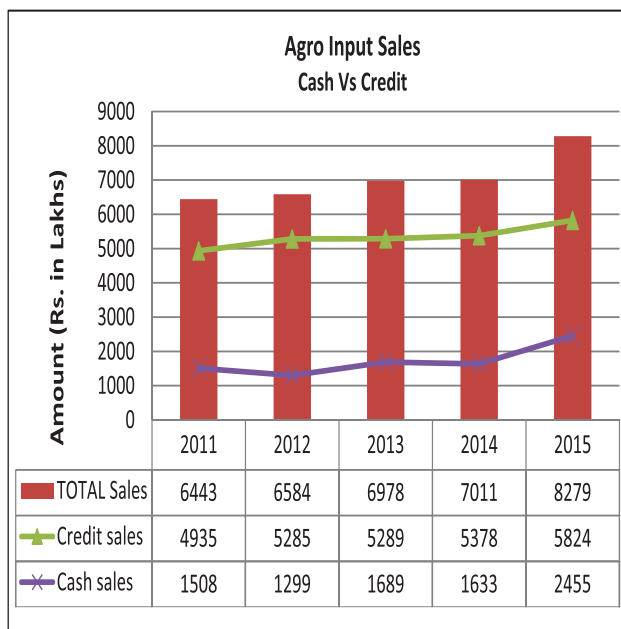
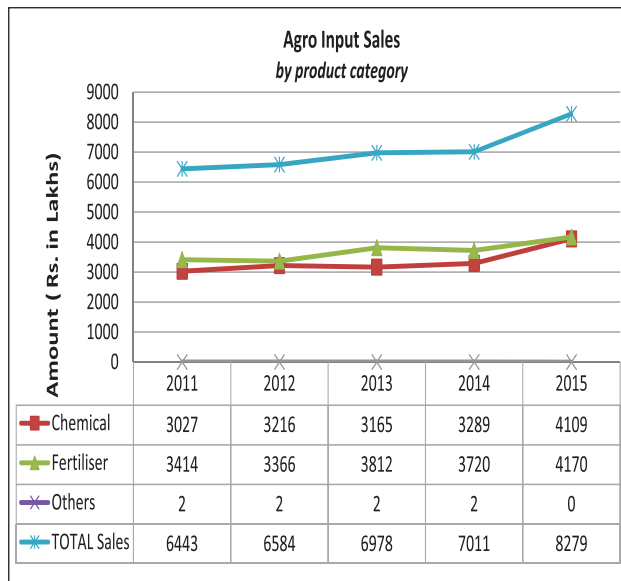
KCPMC : Financial Highlights 2003-2015 & prv.yr				
Particulars	2003	2015	% growth	Prv Yr (2014)
Sales	2624.87	25011.59	852.86	30088.88
Gross Income	2651.80	25830.88	1073.50	31119.07
Net Profit	87.29	1283.67	1362.25	1276.40

As at 31st March 2015

A brief of each of the four divisions' performance is given below for your perusal.

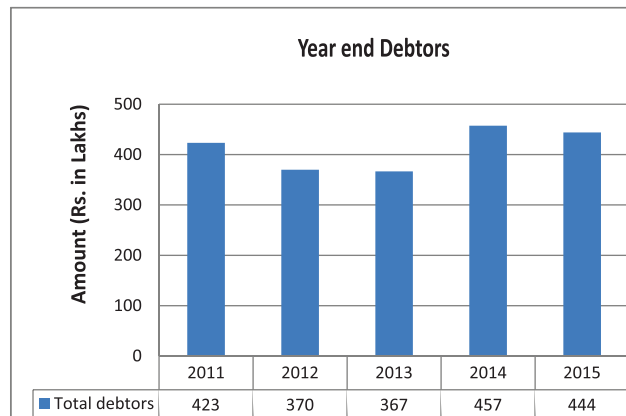
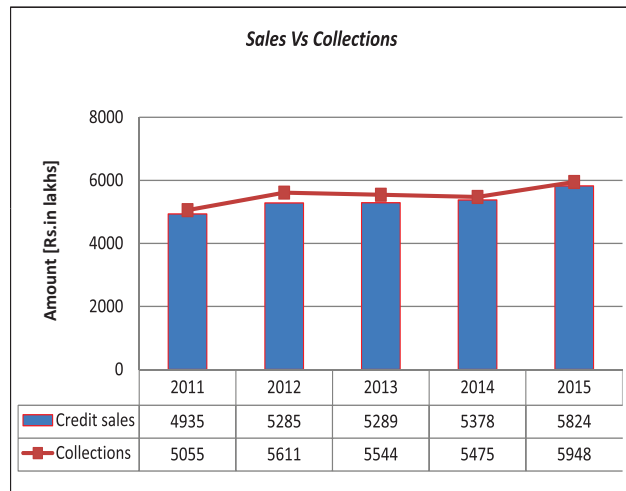
THE AGRO INPUTS DIVISION

Sales: The Agro Inputs division showed a total divisional turnover of Rs. 82.79 Cr (70.10 Cr prv. Yr).

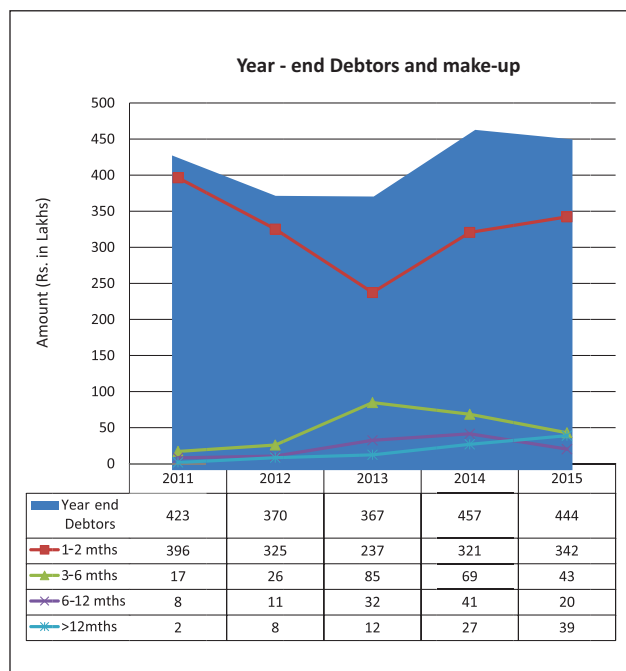


Credit and Collections:

Credit Sales and resultant Collections have also showed a commendable performance, in spite of the prevailing circumstances.

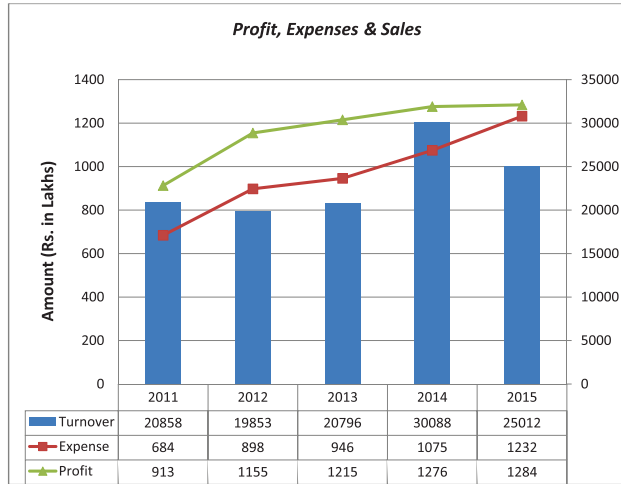


The following figures give a break up of the book.



Financial performance:

The following figures present a brief view on how we performed the previous year

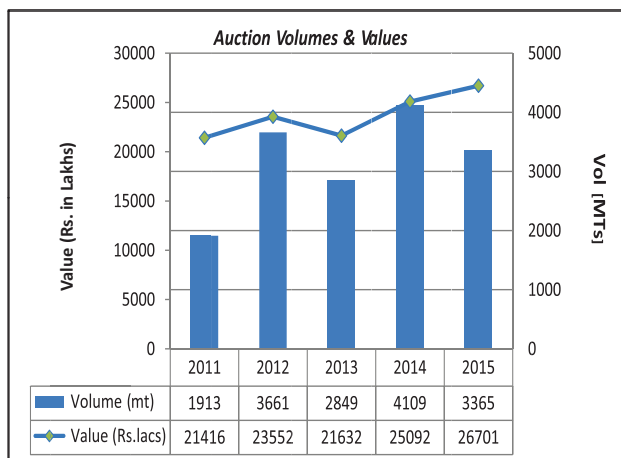


Our profits have improved to Rs 1283.66 lakhs in spite of decline in Gross Turnover, which has been a result of efficient management of our product portfolio in such a manner as to aid our profitability, especially in Agri Input business.

THE AUCTION DIVISION

Auction Volumes:

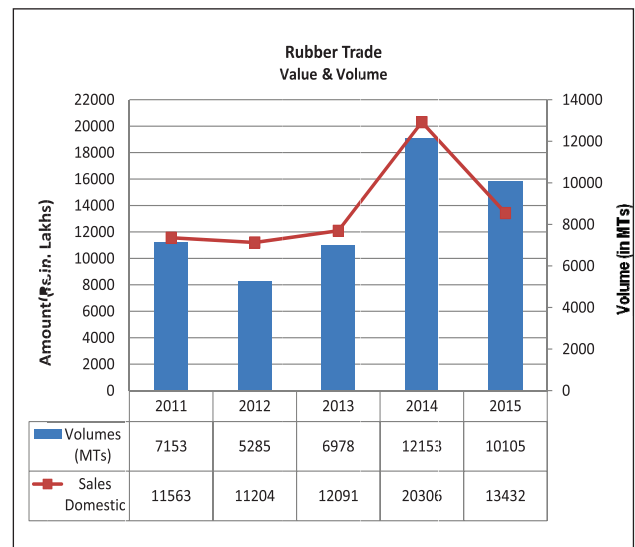
Auctions constitute a turnover of Rs. 267.01Cr and 3365 MTs (see chart below). From a rather modest figure of 17.43 Cr in 2001, we have been able to effectively manage the above levels as of now. We continue to face increasing competition in this field, but nevertheless maintain our position as a major cardamom auctioneer in the country today. Our service levels, professionalism and relationship with planters, continue to be our focus to improve our performance.



The Cardamom Trade Division continues to do modest volumes and also cater to the occasional export – [304 (mt) / 247(mt) Prv Yr]-opportunity from time to time.

Rubber Trade Division

The rubber division finally has come of age and showing encouraging results for the past 9 years continuously now. Domestic sales have been affected by the price of the product. The segment result from operations in rubber has been commendable at Rs. 141.58 lakhs.



The Current Scenario:

Yet another difficult year in the history of our company is how we can describe the previous year. We seek to explore on new markets and opportunities and are confident that we will get there. Considering our history, culture, and perspective, decisions are not easy to come by, but once taken we will persevere to make it successful. This cautious approach has only helped us in the past and we hope that it will help us get to the right decision.

In line with our performance, the Board is pleased to propose a dividend of 30% on the share capital, which will be representative of the year's performance and its commitment to our shareholders.

We once again Thank, the Management and the Board,

The executives and staff, Bankers and regulators and in particular,

Our Share holders, for their continued commitment,

And our Customers, for their continued trust and support.

RESERVES

Your Directors propose transfer of Rs.7,00,00,000/- to General Reserve Account.

DIVIDEND

Considering the balance amount available to the credit of the Profit & Loss account after transfer of Rs.7,00,00,000/- to the General Reserve and after reserving the amount that might be required for future operations, your Directors recommend a dividend of 30% on the Equity shares of Rs.10/- each, for declaration by the share holders at the Annual General Meeting to be held on 30th September 2015.

BOARD

Board of Directors

As on 31st March 2015, the total strength of board of directors was 12 with a Chairman, Vice Chairman, Managing Director, Joint Managing Director, 2 Independent directors and 2 Women Directors. During the year Directors M/s. K. M. Eapen, Subramaniam Pillai Ramachandran and Ramba Kamaraj retired. Directors M/s George J. Mathew, M. Arunan and Uthayakumar Manoharan resigned. M/s Johny Mathew, K. Sakthivel, Mohan Varghese, Raghvan Guhan, Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan were appointed as directors. M/s Sivakumar Jayakumari and Susan Punnose were appointed as women directors. M/s Bobby Tom and Rajamanickam SakthiSubramanian were appointed as Independent directors. All the Independent Directors have given declaration that they meet the criteria of independence as laid down Under Section 149(6) of the Companies Act, 2013.

Meetings of the board

The Board met 9 times during the year and on the following dates 11/04/2014, 27/05/2014, 10/06/2014, 10/07/2014, 26/08/2014, 25/09/2014, 14/10/2014, 22/12/2014 & 17/03/2015.

Committees of the Board

In accordance with the provisions of the Companies Act 2013 the Board has constituted an

(1) Audit Committee (2) a Corporate Social Responsibility Committee and (3) a Stakeholders Relationship Committee.

The composition of the above committees are detailed below.

Audit Committee

Audit Committee consists of M/s.(1) Jojo George Pottemkulam (Chairman) (2) R.Sakthi Subramian (3) Bobby Tom.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee consists of M/s. (1) Johny Mathew (Chairman) (2) Jojo George Pottemkulam (3) K. Zia Ud Din Ahamed (4) Bobby Tom.

Stakeholders Relationship Committee

Stakeholders Relationship Committee consists of M/s (1) Johny Mathew (Chairman) (2) K. Zia Ud Din Ahamed (3) Jojo George Pottemkulam.

Corporate Social Responsibility initiatives

In accordance with the provisions of the Companies Act 2013 and rules made there under, the company has formulated the CSR Policy and is identifying the suitable projects for implementing the policy. Details of the policy are given in Annexure I. A Corporate Social Responsibility Committee has been constituted as mentioned here above to formulate the policy and to implement the same.

AUDITORS

Mr. K. T. Thomas F.C.A., the statutory Auditors of the Company, and M/s. Rangamani & Co., the Tax Auditors, retire at this Annual General Meeting. They are eligible for re-appointment.

Secretarial Audit

The board has appointed Mr. V. J. Joseph a Company secretary in practices to conduct secretarial Audit for the financial year 2014-2015. The secretarial Audit Report for the financial year ended March 31, 2015 is annexed here with as Annexure II to this Report.

Extract of Annual Return

The details forming part of the extract of annual return in Form MGT-9 is annexed here with as Annexure III.

The disclosure requirements in Accordance with the provision of Section 134(3)(q) read with Rule 8 of Companies (Accounts) Rules 2014.

(1) Conservation of Energy, Technology Absorption

It has not much relevance to your Company as your company is carrying on purely trading operations. However your Company is making all efforts to conserve energy in all possible ways and absorb technology.

(2) Foreign Exchange Earnings And Outgo Export Activities

During the year your Company has exported 304 tones of Cardamom mainly to middle east countries. Constant efforts are made by the Company to explore new export markets for the items dealt with by us. Your Company arranged for import of Rubber from foreign countries by major consumers in India. Total Foreign Exchange earned is Rs.2769.55 Lakhs and used is Rs. 114.78 Lakhs.

Directors Responsibility Statement

The Directors confirm that

1. In the preparation of annual Accounts for the financial year 2014-2015, the applicable accounting standards have been followed and there are no material departures.

2. The Directors have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of

affairs of the Company at the end of 31 .03.2015 and of the profit of the Company for the year ended as on that date.

3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safe guarding the assets of the Company for preventing and detecting fraud and other irregularities.

4. The Directors have prepared the annual financial statement on a going concern basis.

5. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONCLUSION

The Management understands the tough conditions the Company is going through and hopes that with the dynamic performance of the Company will lead to meet the Challenges. The dedication of our team will lead to a steady movement towards the targeted goal of the Company. In addition, we will fulfill our obligations to all our stakeholders, customers and employees as well as the nation and the larger society, providing all of them with industry-leading values through advanced and responsible management.

Thank you

On behalf of the Board of Directors

Sd/-

Johny Mathew

(DIN: 02503346)

Chairman

Thekkady
25.08.2015

Corporate Social Responsibility Policy

1. A brief outline of the Company's CSR policy, including overview of the project or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

CSR policy was approved by the Board of Directors at its meeting held on 22.12.2014 and has been uploaded on the Company's website. Web link http://www.kcpmc.com/reports/CSR_Policy.pdf

CSR Philosophy

KCPMC understands that the business enterprise is also an economic organ of society and draws on societal resources and the organization's performance should be measured not just by its economic parameters, but also should build on social and environmental capital and enhance its societal sustainability. We function in an environment that is delicate and sensitive in the core nature of the business and at the same time critical and elemental in the service that is deemed to provide.

We seek to undertake projects and initiatives that will continuously contribute to the community (special emphasis to the farming community) social initiatives and to the environment in a sustainable manner. Such Corporate Social Responsibility ("CSR") projects, we believe should be scalable and sustainable, independent (at later stages) and will help sustainable livelihood, improvement of social capital and environmental rejuvenation. Programmes, projects and activities (collectively "**CSR Initiatives**") to be carried out in this regard are the subject matter of this Policy.

CSR Policy

It is KCPMC's policy:

1. To direct KCPMC's CSR Initiatives, inter alia, towards achieving one or more of the following
 - providing farm support services and information on novel and sustainable farming methods
 - services enhancing value of farm produce by establishing information and testing centres for produce and inputs
 - enhancing environmental and natural capital – cleanliness missions and environmental sustainability projects
 - activities involving the protection of flora and fauna
 - supporting critical support for health care for economically backward sections.
 - rural development & education support
 - providing preventive healthcare, providing sanitation and drinking water;
2. To develop the required capability and self-reliance of beneficiaries at the grass roots, in the belief that these are prerequisites for social and economic development;
3. To engage in affirmative action interventions such as skill building and vocational training, to enhance employability and generate livelihoods for persons from disadvantaged sections of society;
4. To pursue CSR Initiatives primarily in areas that fall within the economic vicinity of the Company's operations to enable close supervision and ensure maximum development impact;
5. To carry out CSR Initiatives in relevant local areas and also to fulfil commitments arising from requests by government/regulatory authorities and social organisations when needed and to earmark amounts of monies towards related activities and to spend such monies through CSR Cells of such administrative bodies of the government and/or others by way of developmental works in the local areas around which the Company operates;

Implementation

To implement the Company's CSR Initiatives directly or through Company founded trusts or other relevant bodies, or through external implementing agencies and Section 8 companies that may be established by the Company from time to time.

Activities / Initiatives earmarked for KCPMC – CSR Initiatives

KCPMC Farmers Centre: Fully recognizing the importance of the community that we work with, it has become imperative that the farming community is fully conversant with sustainable farming and environmental positive practices to be undertaken. To achieve this the community needs information and tools that are economically unviable for individual farmers to obtain on a continuous basis. Some of the initiatives

earmarked are as follows:

1. Farm Information Centre'; a public information centre that imparts information and knowledge on latest farm practices and sustainable farming methods and Package of Practices of crops based on localized environment and characteristics.
2. Farm Services Centre': provides various support services for
 - Soil & leaf testing,
 - Inputs testing for efficacy and product genuineness and
 - Product testing for content and residues.

KCPMC Social and Environment Centre: Understanding the relevance of the society and the environment that we exist and function in, we believe that continuous sustainable contributions are required both for environmentally sustainable activities and socially deserving causes both at individual and organizational levels;

- Medical endowment fund for critically and terminally ill patients
- Education fund for economically backward and deserving cases
- Environmental fund for environmentally sustainable activities.

2. Composition of the CSR Committee

Name of the Member	Designation
Johney Mathew	Chairman
Mr. Jojo George Pottemkulam	Member
Mr. K. Zia Ud Din Ahamed	Member
Mr. Bobby Tom	Member

3. Average net profit of the Company for last three financial years
Average net profit: Rs.1215.37 lakhs.
4. Prescribed CSR expenditure (2 % of the amount as in item 3 above)-
The Company is required to spend Rs.24.31 lakhs.
5. Details of CSR spend for the financial year
 - (a) Total amount spend for financial year: NIL
 - (b) Amount unspent if any : Rs.24.31 lakhs.
 - (c) Manner in which the amount spend during the financial is detailed below:

(1) SL. No	(2) CSR Project or Activity identified	(3) Sector in which the project is covered	(4) Project or Programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise	(6) Amount spent on the projects or programs Sub-heads: (1) District expenditure on projects or program (2) Overheads:	(7) Cumulative expenditure up to the reporting period	(8) Amount Spent: Direct or through implementing agency
1	Social and Environment Centre-projects	Ensuring Environmental sustainability, protection of flora & fauna, agro forestry, conservation of natural resources and maintaining the quality of soil, air & water.	NIL	Rs.24.31 lakhs	Nil	Nil	Nil
	Total			Rs. 24.31 lakhs			

* Give details of implementing agency:

In accordance with the Company's CSR policy as stated herein above and in compliance with the Companies (Corporate Social Responsibility Policy) Rules 2014, your company is identifying suitable CSR Projects. However no amount has been spent on these projects during the year. The available amount will be spent on these projects in the coming year.

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reason for not spending the amount in its Board report.

The objectives of CSR have been intended to support programs on an on going basis. The Company has been exploring the possibilities of participating in various CSR projects in line with the policy approved by the Board. The CSR committee is in the process of identifying several such projects for implementation on an on-going basis.

7. The CSR Committee hereby confirms that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company although no amount has been sent on these projects during the year for reasons mentioned here above.

For The Kerala Cardamom Processing and Marketing Company Limited.

Sd/-

Johny Mathew
Chairman (CSR Committee)

Sd/-

Jojo George Pottemkulam
Managing Director

Sd/-

K. Zia Ud Din Ahamed
Joint Managing Director

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

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

To,
The Members,
THE KERALA CARDAMOM PROCESSING AND MARKETING COMPANY LIMITED
KP.1/741B, SPICE HOUSE, THEKKADY P O,
IDUKKI DIST.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by THE KERALA CARDAMOM PROCESSING AND MARKETING COMPANY LTD (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my limited 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, I hereby report that in my opinion, the company has, during the financial year ended on March 31, 2015 ('Audit Period') 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 reporting made hereinafter:

I further report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company, my responsibility is to verify the content of the documents produced before me, make objective evaluation of the content in respect of compliance and report thereon. I have examined on test check basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before me for the financial year ended March 31, 2015, as per 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, to the extent the same was applicable to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the Audit period);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (Not applicable to the Company during the Audit period);
 - (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; (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; (Not applicable to the Company during the Audit period);
- (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);

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not applicable to the Company during the Audit period).
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited; (Not applicable to the Company during the Audit period).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I 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 was 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 reasonable 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 and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the Minutes.

Based on the representation made by the Company and its Officers explaining me in respect of internal systems and mechanism established by the Company which ensures compliances of other Acts, Laws and Regulations applicable to the Company, I 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.

I 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, etc, referred to above.

Place: Poovarany
Date: 25.08.2015

Signature:
Name of the Company Secretary: V. J. Joseph
C.P. No.: 3605
M.N No: 13912

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'Annexure A'

To,
The Members,
THE KERALA CARDAMOM PROCESSING AND MARKETING COMPANY LTD
KP.1/741B, SPICE HOUSE, THEKKADY P. O.

My 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. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I 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. My examination was limited to the verification of procedures on test-check 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.

Place: Poovarany
Date: 25.08.2015

Signature:
Name of the Company Secretary: V. J. Joseph
C.P. No.: 3605
M.N No: 13912

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN:- U15495KL1990PLC005656
- ii) Registration Date :22/03/1990
- iii) Name of the Company :The Kerala Cardamom Processing and Marketing Company Limited
- iv) Category / Sub-Category of the Company : Company Limited by Shares
- v) Address of the Registered office and contact details : The Kerala Cardamom Processing and Marketing Company Limited, KP1/741 B, Spice House, Thekkady, Idukki District, Pin 685509.
- vi) Whether listed company : No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl.No.	Name and Description of main products / services	NIC Code of The Product/ Service	% to total Turnover of the company
1	Cardamom	46101	12.34 %
2	Fertilizers & Chemicals	46692	33.53 %
3	Sheet Rubber (ISNR 20)	46694	53.70 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

i) Category-wise ShareHolding

Category of Share holders	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	-	190666	190666	4.77	-	190666	190666	4.77	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	190666	190666	4.77	-	190666	190666	4.77	-

Category of Share holders	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	
(2) Foreign									
a) NRIs-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)	-	190666	190666	4.77	-	190666	190666	4.77	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	-	-	-	-	-	-	-	-	-
2.Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	-	2089710	2089710	52.24	-	2096710	2096710	52.42	.18
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	-	1719424	1719424	42.99	-	1712424	1712424	42.81	(.18)
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2):-	-	3809134	3809134	95.23	-	3809134	3809134	95.23	-
Total Public Share holding									
(B) = (B) (1) + (B) (2)	-	3809134	3809134	95.23	-	3809134	3809134	95.23	-
C. Shares held by Custodian for GDRs. & ADRs-									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	3999800	3999800	100	-	3999800	3999800	100	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's 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	K S SKARIA (Jr)	12500	0.31	-	12500	0.31	-	-
2	KADAMAPUZHA MATHEW EAPEN	12600	0.32	-	12600	0.32	-	-
3	ZIAUDDIN AHAMED KADERMOHIDEEN	13400	0.34	-	13400	0.34	-	-
4	MALLIAH ARUNAN	10400	0.26	-	10400	0.26	-	-
5	GEORGE JOSEPH MATHEW	30566	0.76	-	30566	0.76	-	-
6	KARIMPANAL ITTIAVIRA VARKEY	26900	0.67	-	26900	0.67	-	-
7	K.I. ABRAHAM	32900	0.82	-	32900	0.82	-	-
8	SIVAKUMAR JAYAKUMARI	10200	0.26	-	10200	0.26	-	-
9	SAKTHIVEL KUMERSAN	8000	0.20	-	8000	0.20	-	-
10	R. KANNAMMAL	25400	0.63	-	25400	0.63	-	-
11	M.P. PUNNOOSE	7800	0.20	-	7800	0.20	-	-
	Total	190666	4.77	-	190666	4.77	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name of the Share Holder	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	K S SKARIA (Jr)				
	At the beginning of the year 1st April 2014	12500	0.31	12500	0.31
	Increase/decrease	No Change			
2	KADAMAPUZHA MATHEW EAPEN				
	At the beginning of the year 1st April 2014	12600	0.32	12600	0.32
	Increase/decrease	No Change			
3	ZIAUDDIN AHAMED KADERMOHIDEEN				
	At the beginning of the year 1st April 2014	13400	0.34	13400	0.34
	Increase/decrease	No Change			
	At the end of the year 31 st March 2015	13400	0.34	13400	0.34

Sl. No.	Name of the Share Holder	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
4	MALLIAH ARUNAN				
	At the beginning of the year 1st April 2014	10400	0.26	10400	0.26
	Increase/decrease	No Change			
5	GEORGE JOSEPH MATHEW				
	At the beginning of the year 1st April 2014	30566	0.76	30566	0.76
	Increase/decrease	No Change			
6	KARIMPANAL ITTIAVIRA VARKEY				
	At the beginning of the year 1st April 2014	26900	0.67	26900	0.67
	Increase/decrease	No Change			
7	K.I. ABRAHAM				
	At the beginning of the year 1st April 2014	32900	0.82	32900	0.82
	Increase/decrease	No Change			
8	SIVAKUMAR JAYAKUMARI				
	At the beginning of the year 1st April 2014	10200	0.26	10200	0.26
	Increase/decrease	No Change			
9	SAKTHIVEL KUMERSAN				
	At the beginning of the year 1st April 2014	8000	0.20	8000	0.20
	Increase/decrease	No Change			
10	R. KANNAMMAL				
	At the beginning of the year 1st April 2014	25400	0.63	25400	0.63
	Increase/decrease	No Change			
11	M.P. PUNNOOSE				
	At the beginning of the year 1st April 2014	7800	0.20	7800	0.20
	Increase/decrease	No Change			
	At the end of the year 31 st March 2015	7800	0.20	7800	0.20

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

Sl. No.	Name of the Share Holder	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	GRACE ABRAHAM				
	At the beginning of the year 1st April 2014	32900	0.82	32900	0.82
	Increase/decrease	No Change			
2	RAJESH GEORGE				
	At the beginning of the year 1st April 2014	32300	0.81	32300	0.81
	Increase/decrease	No Change			
3	JACOB PUNNOOSE				
	At the beginning of the year 1st April 2014	30000	0.75	30000	0.75
	Increase/decrease	No Change			
4	VARKEY GEORGE				
	At the beginning of the year 1st April 2014	28060	0.70	28060	0.70
	Increase/decrease	No Change			
5	Dr.PRASAD PUNNOOSE				
	At the beginning of the year 1st April 2014	26600	0.67	26600	0.67
	Increase/decrease	No Change			
6	MEERA GEORGE				
	At the beginning of the year 1st April 2014	25400	0.63	25400	0.63
	Increase/decrease	No Change			
7	R. KANNAMMAL				
	At the beginning of the year 1st April 2014	25400	0.63	25400	0.63
	Increase/decrease	No Change			
8	LALITHA VARKEY				
	At the beginning of the year 1st April 2014	25000	0.63	25000	0.63
	Increase/decrease	No Change			
9	T. SIVAKUMAR				
	At the beginning of the year 1st April 2014	24060	0.60	24060	0.60
	Increase/decrease	No Change			
10	PONNAMMA JOSEPH				
	At the beginning of the year 1st April 2014	23400	0.59	23400	0.59
	Increase/decrease	No Change			
	At the end of the year 31st March 2015	23400	0.59	23400	0.59

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	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.	GEORGE JOSEPH MATHEW (Ceased to be a Director w.e.f. 25.09.2014)				
	At the beginning of the year 1st April 2014	30566	0.76	30566	0.76
	Increase/decrease	No Change			
2	JOJO GEORGE POTTEMKULAM				
	At the beginning of the year 1st April 2014	32300	0.81	32300	0.81
	Increase/decrease	No Change			
3	ZIAUDDIN AHAMED KADERMOHIDEEN				
	At the beginning of the year 1st April 2014	13400	0.34	13400	0.34
	Increase/decrease	No Change			
4	MALLIAH ARUNAN (Ceased to be a Director w.e.f 25.09.2014)				
	At the beginning of the year 1st April 2014	10400	0.26	10400	0.26
	Increase/decrease	No Change			
5	KADAMAPUZHA MATHEW EAPEN (Ceased to be a Director w.e.f 25.09.2014)				
	At the beginning of the year 1st April 2014	12600	0.32	12600	0.32
	Increase/decrease	No Change			
6	KARIMPANAL ITTIAVIRA VARKEY (Ceased to be a Director w.e.f 25.09.2014)				
	At the beginning of the year 1st April 2014	26900	0.67	26900	0.67
	Increase/decrease	No Change			
7	UTHAYAKUMAR MANOHARAN (Ceased to be a Director w.e.f 25.09.2014)				
	At the beginning of the year 1st April 2014	18400	0.46	18400	0.46
	Increase/decrease	No Change			
8	SUBRAMANIAM PILLAI RAMACHANDRAN (Ceased to be a Director w.e.f 25.09.2014)				
	At the beginning of the year 1st April 2014	9800	0.25	9800	0.25
	Increase/decrease	No Change			
9	RAMBA KAMARAJ (Ceased to be a Director w.e.f 25.09.2014)				
	At the beginning of the year 1st April 2014	13700	0.34	13700	0.34
	Increase/decrease	No Change			
	At the end of the year 31st March 2015	13700	0.34	13700	0.34

Sl. No.	Name of the Share Holder	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
10	JIMMY SCARIA (Ceased to be a Director w.e.f 17.05.2014)				
	At the beginning of the year 1st April 2014	17600	0.44	17600	0.44
	Increase/decrease	No Change			
	At the end of the year 31st March 2015	17600	0.44	17600	0.44
11	JOHNY MATHEW				
	At the beginning of the year 1st April 2014	14668	0.37	14668	0.37
	Increase/decrease	No Change			
	At the end of the year 31st March 2015	14668	0.37	14668	0.37
12	SAKTHIVEL KUMERSAN				
	At the beginning of the year 1st April 2014	8000	0.20	8000	0.20
	Increase/decrease	No Change			
	At the end of the year 31st March 2015	8000	0.20	8000	0.20
13	SIVAKUMAR JAYAKUMARI				
	At the beginning of the year 1st April 2014	10200	0.26	10200	0.26
	Increase/decrease	No Change			
	At the end of the year 31st March 2015	10200	0.26	10200	0.26
14	SUSAN PUNNOOSE				
	At the beginning of the year 1st April 2014	7800	0.20	7800	0.20
	Increase/decrease	No Change			
	At the end of the year 31st March 2015	7800	0.20	7800	0.20
15	MOHAN VARGHESE				
	At the beginning of the year 1st April 2014	20400	0.51	20400	0.51
	Increase/decrease	No Change			
	At the end of the year 31st March 2015	20400	0.51	20400	0.51
16	RAGHAVAN GUHAN				
	At the beginning of the year 1st April 2014	20750	0.52	20750	0.52
	Increase/decrease	No Change			
	At the end of the year 31st March 2015	20750	0.52	20750	0.52
17	THAMANAN KARUNAKARAN KRISHNASAMY SURULIYANDI SHARAVANAN				
	At the beginning of the year 1st April 2014	18700	0.47	18700	0.47
	Increase/decrease	No Change			
	At the end of the year 31st March 2015	18700	0.47	18700	0.47
18	BOBBY TOM				
	At the beginning of the year 1st April 2014	-	-	-	-
	Increase/decrease				
	At the end of the year 31st March 2015	-	-	-	-
19	RAJAMANICKAM SAKTHISUBRAMANIAN				
	At the beginning of the year 1st April 2014	-	-	-	-
	Increase/decrease				
	At the end of the year 31st March 2015	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	77771932	-	-	77771932
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	77771932	-	-	77771932
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	21352623	-	-	21352623
Net Change	21352623	-	-	21352623
Indebtedness at the end of the financial year				
i) Principal Amount	56419309	-	-	56419309
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	56419309	-	-	56419309

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		JOJO GEORGE POTTEMKULAM	ZIAUDDIN AHAMED KADERMOHIDEEN	
1.	Gross salary (a) Salary as per provisions Contained in section 17(1) Of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary Under section 17(3) Income-Tax Act, 1961	600000	180000	780000
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission -as % of profit -others, specify	-	-	-
5.	Others-Sitting Fee	27000	27000	54000
	Total(A)	627000	207000	834000
	Ceiling as per the Act	-	-	12937000

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		BOBBY TOM	RAJAMANICKAM SAKTHI SUBRAMANIAN		
1.	Independent Directors				
	Fee for attending Board, Committee Meetings, Commission, Others, please specify	9000	9000		18000
	Total (1)	9000	9000		18000
2.	Other Non Executive Directors	GEORGE JOSEPH MATHEW	UTHAYAKUMAR MANOHARAN	MALLIAH ARUNAN	
	Fee for attending Board, Committee Meetings, Commission, Others, please specify	18000	18000	18000	54000
		KADAMAPUZHA MATHEW EAPEN	KARIMPANAL ITTIAVIRA VARKE	RAMBA KAMARAJ	
	Fee for attending Board, Committee Meetings, Commission, Others, please specify	12000	24000	6000	42000
		RAGHAVAN GUHAN	JOHNY MATHEW	SUSAN PUNNOOSE	
	Fee for attending Board, Committee Meetings, Commission, Others, please specify	6000	9000	9000	24000
		THAMANAN KARUNAKARAN KRISHNASAMY SURULIYANDI SHARAVANAN	MOHAN VARUGHESE	SAKTHIVEL KUMERSAN	
	Fee for attending Board, Committee Meetings, Commission, Others, please specify	9000	9000	9000	27000
		SIVAKUMAR JAYAKUMARI	-	-	
	Fee for attending Board, Committee Meetings, Commission, Others, please specify	6000	-	-	6000
	Total (2)	51000	60000	42000	153000
	Total (B)=(1+2)	60000	69000	42000	171000
	Total Managerial Remuneration	687000	276000	42000	1005000
	Overall Ceiling as per The Act	-	-	-	14230700

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER /WTD – NOT APPLICABLE
VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH 2015 TO THE MEMBERS OF THE KERALA CARDAMOM PROCESSING AND MARKETING COMPANY LIMITED

Report on the Financial Statements

1. I have audited the accompanying financial statements of The Kerala Cardamom Processing and Marketing Company Limited Kumily (the company) which comprises the balance sheet as at 31st March 2015, the statement of profit and loss and the 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

2. The Company's Board of Directors is responsible for the matters stated 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 (Accounts) Rules, 2014.

3. This responsibility also includes 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 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 adequate internal financial controls, 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.

Auditors' Responsibility

4. My responsibility is to express an opinion on these financial statements based on my audit. I have taken in to 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 there under. I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

5. 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

7. In my opinion and to the best of my information and according to the explanations given to me, the 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, of the state of the affairs of the company as at 31st March 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

8. As required by the Companies (Auditors report) Order, 2015('the Order'), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Act, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.

9. As required by section 143(3) of the Act, I report that:

- (a) I have sought and obtained all the informations and explanations which to the best of my knowledge and belief were necessary for the propose of my audit;
- (b) In my 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 the 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 31st March 2015 and taken on record by the board of directors, none of the directors are disqualified as on 31st March 2015 from being appointed as a director in terms of section 164(2) of the Act; and
- (f) With respect to other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule 2014,in my opinion and to the best of my information and according to explanation given to me:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements-Refer Note 16 (i) (a) to the financial statements.
 - ii) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses-Refer Note 16 (ii) (a) to the financial statements.
 - iii) There have been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

Ponkunnam
25-08-2015

Sd/-
K. T. THOMAS
Chartered Accountant
(Membership No. 22112)

ANNEXURE TO AUDITOR'S REPORT

Annexure referred to in Paragraph 8 of my report of even date on the accounts of The Kerala Cardamom Processing and Marketing Company Limited for the year ended 31st March 2015.

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The company has a regular program of physically verifying all the fixed asset at its Depots/Offices in a phased manner over a period of 3 years, which in my opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies as compared to book records were noticed on such verification.
- (ii) (a) The inventories have been physically verified by the management during the year. In my opinion, the frequency of physical verification is reasonable.
- (b) In my opinion and according to the information and explanations given to me, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) In my opinion the company has maintained proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book stocks were not material and have been properly dealt with in the books of account.
- (iii) According to the explanations given to me and based on my information the company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- (iv) According to the information and explanations given to me there is an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of my audit, I have not observed any continuing failure to correct major weaknesses, if any, in internal control.
- (v) According to the information and explanation given to me the company has not accepted any deposits from the public. Therefore, the provisions of clause (v) of the Para 3 of the order are not applicable to the company.
- (vi) In my opinion and according to the information and explanations given to me the central government has not prescribed maintenance of cost records under section 148(1) of the Companies' Act, 2013 read with the Companies (Cost Records and Audit) Rules 2014, for any of the products dealt with/services rendered by the company
- vii) a) According to the records of the company, the company is generally regular in depositing undisputed

statutory dues payable including Provident Fund, E.S.I., Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and cess and other statutory dues with the appropriate authorities.

- b) According to the information and explanations given to me and the records of the company, the dues of sales tax /income tax/customs duty/wealth tax/ service tax/ excise duty/ Value Added Tax/ cess which have not been deposited on account of any dispute are as follows:

Name of the statutes	Nature of the dues	Amount Rs.	Period to which the Amount relates	Forum where dispute is pending
Income Tax Act 1961	Income Tax	6,52,154	A.Y. 2006-07	C.I.T. (Appeals)

- c) according to the information and explanations given to me the amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of Companies Act 2013 and rules made their under have been transferred by the Company to the fund within time.
- viii) The company does not have any accumulated losses at the end of the financial year. The Company has not incurred any cash losses during the financial year covered by my audit and in the immediately preceding financial year.
- ix) On the basis verification of records and according to the information and explanation given to me, the Company has not defaulted in repayment of dues to the financial institution/ banks. The Company has not raised any monies against issue of debentures.
- (x) In my opinion and according to the information and explanation given to me the terms and conditions of guarantees given by the Company for loans taken by others from banks or financial institution are not prejudicial to the interest of the Company.
- (xi) In my opinion the term loans availed by the Company have been applied for the purpose for which they were obtained.
- (xii) According to the information and explanation given to me by the company, no fraud on or by the Company has been noticed or reported during the year.

Ponkunnam
25-08-2015

Sd/-
K. T. THOMAS
Chartered Accountant
(Membership No. 22112)

BALANCE SHEET AS AT 31ST MARCH 2015

PARTICULARS	NOTE No.	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
I EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a)Share Capital	1	39998000	39998000
(b)Reserves and Surplus	2	409768150	341053554
(2) NON - CURRENT LIABILITIES			
a)Long-term Borrowings	3	1422928	1422928
b)Deferred Tax Liabilities (Net)	4	(1235606)	(578833)
c)Long Term Provisions	5	6080790	5344390
(3) CURRENT LIABILITIES			
a)Short - Term borrowings	6	54996381	76349004
b)Trade Payables	7	50487045	84068826
c)Other Current Liabilities	8	6958302	14740489
d)Short Term Provisions	9	61815807	62239088
TOTAL		630291797	624637446
II ASSETS			
(1) NON-CURRENT ASSETS			
a)Fixed Assets			
i)Tangible Assets	10	157018237	159719546
b)Long-Term Loans and Advances	11	450000	151000
(2) CURRENT ASSETS			
a)Inventories	12	159859835	117869280
b)Trade Receivables	13	171271045	253681549
c)Cash and Cash Equivalents	14	89617729	52731498
d)Short-Term Loans and Advances	15	52074951	40484573
TOTAL		630291797	624637446

Accompanying notes 1 to 35 form part of the financial statements

As per my separate audit report of even date attached

Sd/-
JOHNY MATHEW
(DIN: 02503346)
Chairman

Sd/-
JOJO GEORGE POTTEMKULAM
(DIN: 00050344)
Managing Director

Sd/-
K. ZIA-UD-DIN AHAMED
(DIN: 00350688)
Joint Managing Director

Sd/-
K. T. THOMAS
Chartered Accountant
Ponkunnam

25-08-2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015

PARTICULARS	NOTE No.	2014-2015 Rs.	2013-2014 Rs.
I Revenue from operations	17	2558190288	3077002337
II Other income	18	24897534	34904464
III Total Revenue		2583087822	3111906801
IV Expenses			
Purchases of Stock-in-Trade	19	2369594121	2916583727
Changes in Inventories of Stock-in-Trade	20	(41990555)	(43795959)
Employee Benefits Expense	21	24195257	22888880
Finance Costs	22	5620494	3478949
Depreciation and Amortization Expense	10	3953370	3958606
Other Expenses	23	93348501	81152075
Total Expenses		2454721188	2984266277
V Profit Before Tax		128366633	127640524
VI Tax expense			
1) Current tax		44900000	45700000
2) Prior year's tax		(10995)	(147911)
3) Deferred tax		(324481)	(484506)
VII Profit for the year		83802109	82572941
VIII Earnings per equity share			
1)Basic		21	21
2)Diluted		21	21

Accompanying notes 1 to 35 form part of the financial statements

Sd/-
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(DIN: 02503346)
Chairman

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Managing Director

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K. ZIA-UD-DIN AHAMED
(DIN: 00350688)
Joint Managing Director

Sd/-
K. T. THOMAS
Chartered Accountant
Ponkunnam

25-08-2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

PARTICULARS	2014-2015 Rs.	2013-2014 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	128366633	127640524
Adjustments:		
Depreciation/Amortization	3953370	3958606
Finance Cost	5620494	3478949
(Profit)/Loss on sale of assets (net)	(714675)	(939273)
Net (gain)/loss of foreign currency translation	(1185883)	(1590399)
Dividend received from short term liquid funds	(1841897)	(1543299)
Operating Profit before working capital changes	134198043	131005107
Movements in working capital:		
Increase/(decrease) in trade payable	(33581781)	28985621
Increase/(decrease) in Short term borrowings	(21352623)	35225567
Increase/(decrease) in Long term borrowings	-	-
Increase/(decrease) in Long term provisions	736400	1502775
Increase/(decrease) in Short term provisions	(26770)	244190
Increase/(decrease) in other current liabilities	(8001261)	2131843
Decrease/(increase) in trade receivables	82410504	(119861152)
Decrease/(increase) in inventories	(41990555)	(43795959)
Decrease/(increase) in long term loans and advances	(299000)	274000
Decrease/(increase) in short term loans and advances	(11590378)	1212837
Net Decrease/(increase) in working capital	(33695463)	(94080278)
Cash generated from/(used in) operations	100502580	36924829
Direct Taxes paid (net of refunds)	(45689005)	(41352089)
Net cash flow from/(used in) operating activities	54813575	(4427260)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(2865005)	(6552359)
Proceeds from sale of fixed assets	1350000	2735317
Purchase of short term liquid funds	(250000000)	(130000000)
Redemption of short term liquid funds	251841897	131543299
Net cash flow from/(used in) investing activities	326892	(2273743)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Finance cost paid	(5620494)	(3478949)
Dividend paid	(11780326)	(12290075)
Dividend Distribution Tax paid	(2039298)	(2039298)
Net cash flow from/(used in) financing activities	(19440118)	(17808322)
Net increase/(decrease) in cash and cash equivalents	35700348	(24509324)
Cash and cash equivalents as at the beginning of the Year	52731498	75650423
Net gain/(loss) of foreign currency translation	1185883	1590399
Cash and cash equivalents as at the end of the Year	89617729	52731498

Sd/-
JOHNY MATHEW
(DIN: 02503346)
Chairman

Sd/-
JOJO GEORGE POTTEMKULAM
(DIN: 00050344)
Managing Director

Sd/-
K. ZIA-UD-DIN AHAMED
(DIN: 00350688)
Joint Managing Director

Sd/-
K. T. THOMAS
Chartered Accountant
Ponkunnam

25-08-2015

Notes forming part of the financial
statements for the year ended 31.03.2015

As at
31.03.2015
Rs.

As at
31.03.2014
Rs.

I NOTES TO BALANCE SHEET

(1) Share Capital

(a) Authorized

5000000 (5000000) Equity Shares of Rs.10/-Each **50000000** 50000000

(b) Issued, Subscribed & Fully paid up

3999800 (3999800) Equity Shares of Rs.10/- Each **39998000** 39998000

(c) Reconciliation of Number of Shares

	31.03.2015		31.03.2014	
	No.of Shares	Amount	No.of Shares	Amount
Opening Balance	3999800	39998000	3999800	39998000
Closing Balance	3999800	39998000	3999800	39998000

(d) Rights and preferences attached to each class of shares:-

The paid up share capital of the company consists of only equity shares with no differential rights, preferences and restrictions.

(e) Shares issued as fully paid up by way of bonus shares during the 5 years preceeding 31.03.2015:-

The Company allotted 1999900 equity shares of Rs.10/-each as fully paid up bonus shares by utilisation of securities premium account balance and general reserve in terms of the resolution passed at the Extra ordinary General Meeting held on 27.07.2010.

(2) Reserves and Surplus

(a) Revaluation Reserve

13979396 13979396

(b) General Reserve

As per last balance sheet **320774158** 255774158

Add: Transfer from Profit & Loss A/c **70000000** 65000000

390774158 320774158

(c) Surplus in Statement of Profit and Loss

Opening Balance **6300000** 5301607

Less: Differential depreciation as per Revised schedule II

(Ref.Note No.35(d)) **977618** -

Less: Transfer to Long Term

Provisions (Ref.Note No.35(f)(b)) - 3841615

Less: Transfer to Deferred Tax - (Ref. Note No.35(d))

for Current Year & 35 (f)(b) for previous year) **(332292)** (1305765)

Add: Net profit for the current year **83802109** 82572941

Less: Proposed Dividend **11999400** 11999400

Less: Dividend Distribution Tax **2442787** 2039298

Less: Transfer to General Reserve **70000000** 65000000

5014596 6300000

TOTAL **409768150** 341053554

Sd/-
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(DIN: 02503346)
Chairman

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K. ZIA-UD-DIN AHAMED
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Joint Managing Director

Sd/-
K. T. THOMAS
Chartered Accountant
Ponkunnam

25-08-2015

Notes forming part of the financial statements for the year ended 31.03.2015	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(3) Long Term Borrowings		
Secured		
(a) Term Loans From Banks	1422928	1422928
Refer Note No.24 for details of Security.		
(4) Deferred tax liabilities/(Asset) (Net)		
The Deferred Tax Liabilities on taking into account the impact of timing differences between financial statements and estimated taxable income are as under.		
On account of Depreciation	831254	1237725
On account of Gratuity Provision	(2066860)	(1816558)
TOTAL	(1235606)	(578833)
(5) Long Term Provisions		
For Employees Gratuity (Refer Note No.35(b))	6080790	5344390
(6) Short Term Borrowings		
Secured		
(a) Loans Repayable on demand from Banks	54996381	76349004
Refer Note No.24 for details of Security.		
(7) Trade Payables		
(a) Due to Micro and Small Enterprises	-	-
(b) Due to Others	49857097	83393438
Refer Note No.25		
(c) Creditors for Expenses	629947	675388
TOTAL	50487045	84068826
(8) Other Current Liabilities		
(a) Unpaid Dividend	1077550	858476
(b) Statutory Dues	3267411	5997401
(c) Advance Received from Customers	2603341	7874612
(d) Security Deposit	10000	10000
TOTAL	6958302	14740489
(9) Short Term Provision		
(a) for Employee Benefits-Bonus & Ex Gratia	2473620	2500390
(b) for Taxation	44900000	45700000
(c) for Proposed Dividend	11999400	11999400
(d) for Dividend Distribution Tax	2442787	2039298
TOTAL	61815807	62239088

Sd/-
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K. T. THOMAS
Chartered Accountant
Ponkunnam

25-08-2015

(10) FIXED ASSETS:- Tangible Assets

PARTICULARS	ORIGINAL COST		DEPRECIATION				WRITTEN DOWN VALUE		
	AS ON 01.04.2014 Rs.	ADDITIONS/ (DELETIONS) Rs.	TOTAL Rs.	UP TO 01.04.2014 Rs.	FOR THE YEAR Rs.	SALE/ADJ- USTMENTS Rs.	TOTAL Rs.	AS ON 31.03.2015 Rs.	AS ON 31.03.2014 Rs.
Freehold land	121472870	-	121472870	-	-	-	-	121472870	121472870
Buildings	41158894	-	41158894	12156358	1424127	(240312)	13340173	27818721	29002536
Plant & Machinery	5499349	54352	5553701	2069140	554214	360802	2984156	2569544	3430209
Furniture & Fittings	3643397	-	3643397	2823752	160134	64235	3048121	595276	819645
Motor Vehicles	8729626	2759153 (1883071)	9605708	4235774	1776153	478665 (1247746)	5242847	4362861	4493852
Computers and Data Processing Units	4858439	51500	4909939	4358170	38577	314227	4710973	198966	500269
Others (Bicycle)	6358	-	6358	6193	165	-	6358	-	165
TOTAL	185368933	981934	186350867	25649387	3953370	(270128)	29332629	157018238	159719546
PREVIOUS YEAR	182012038	3356895	185368933	23090201	3958606	1399420	25649387	159719546	158921837

Sd/-
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K. ZIA-UD-DIN AHAMED
(DIN: 00350688)
Joint Managing Director

Sd/-
K. T. THOMAS
Chartered Accountant

25-08-2015

Notes forming part of the financial statements for the year ended 31.03.2015	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(11) Long Term Loans & Advances		
Unsecured considered good		
(a) Security Deposits	450000	151000
(12) Inventories		
(a) Stock in Trade	159859835	117869280
Refer Note No.35(b) for method of valuation		
(13) Trade Receivables		
Unsecured considered good		
a) Debts outstanding for a period exceeding six months.	13900919	7583174
b) Other Debts	157370126	246098375
TOTAL	171271045	253681549
(14) Cash and Cash Equivalents		
(a) Balances with Banks	47816006	17650939
(b) Unpaid Dividend Account Balance	1088932	858475
(c) Cheques, Drafts on hand	20479054	26890114
(d) Cash on Hand	20233737	7331970
TOTAL	89617729	52731498
(15) Short-Term Loans & Advances		
Unsecured considered good		
(a) Prepaid Insurance	1083012	1007422
(b) Income Tax Advance and TDS	34714284	23234519
(c) Security Deposit	5051136	4867088
(d) Advance Paid to Suppliers	6870665	5670407
(e) Other Advances	4355854	5705137
TOTAL	52074951	40484573
(16) Contingent Liabilities and Commitments:- To the extent not provided for		
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt:		
Income tax Demand	652154	652154
Refer para 7(b) of Annexures to Auditor's report.		
(b) Guarantees :		
1) The Company has given guarantee and extended the mortgage of some of its landed properties and buildings thereon in favour of Central Bank of India, Kumily Branch, for a cash credit limit of Rs.450 lakhs (Previous year Rs.500 lakhs) availed by The Cardamom Planters' and Marketing Co-Operative Society Limited. The balance outstanding in their cash credit account as on 31-03-2015 is Rs.18243426.82 (Previous Year Rs.20864829.02/-)		

Sd/-
JOHNY MATHEW
(DIN: 02503346)
Chairman

Sd/-
JOJO GEORGE POTTEMKULAM
(DIN: 00050344)
Managing Director

Sd/-
K. ZIA-UD-DIN AHAMED
(DIN: 00350688)
Joint Managing Director

Sd/-
K. T. THOMAS
Chartered Accountant
Ponkunnam

25-08-2015

Notes forming part of the financial statements for the year ended 31.03.2015	2014-2015 Rs.	2013-2014 Rs.
2) The Company has given guarantee to ICICI Bank for funded and non funded limits aggregates to Rs.5 Crores availed by The Cardamom Planters' and Marketing Co-Operative Society Limited. The Balance outstanding in the CC limit as on 31.03.2015 is Nil (Previous Year Nil). Bank Guarantee Rs.3.90 Crore (Previous Year Nil)		
(ii) Commitments :		
(a) Estimated amount of Contracts remaining to be executed on Capital Account and not provided for.	Nil	Nil
(17) Revenue from Operations		
(a) Sale of Products	2501158597	3008888181
(b) Other Operating Revenues		
Discount Received	27825892	31489673
Commission - Auction	26701705	34772843
Commission - Consignment	10000	30000
Export Incentive	2494095	1821640
TOTAL	2558190288	3077002337
(18) Other Income		
(a) Dividend Income from short term liquid funds	1841897	1543299
(b) Net Gain/(Loss) on sale of Fixed Assets	714675	939273
(c) Transport & handling charges collected	8542704	8183794
(d) Rent Received	402731	403632
(e) Bad debt Recovered	-	5500000
(f) Net gain/loss of foreign currency translation and transaction	1185883	1590399
(g) Interest Received on Security deposit	314770	105748
(h) Others (Refer Note No. 31)	11894874	16638318
TOTAL	24897534	34904464
(19) Purchases of Stock-in-Trade		
(a) Fertilisers & Neemcake	364717056	326510122
(b) Coppersulphate & Chemicals	360950628	302082955
(c) Sprayers, Hose & Irrigation Systems	44957	-
(d) Rubber Sheet	1334216631	2023354323
(e) Gunnies	9504000	9615543
(f) Cardamom	296743955	254949557
(g) Spices	23592	71227
(h) Banana	3393303	-
TOTAL	2369594121	2916583727
(20) Changes in Inventories of Stock in Trade		
Opening Stock	117869280	74073321
Closing Stock	159859835	117869280
	(41990555)	(43795959)

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Chartered Accountant
Ponkunnam

25-08-2015

Notes forming part of the financial statements for the year ended 31.03.2015	2014-2015 Rs.	2013-2014 Rs.
(21) Employee Benefit Expense		
(a) Salaries & Wages	19612539	18325001
(b) Provident Fund Contribution	1423513	952900
(c) Gratuity	1203527	1950166
(d) Medical Insurance Premium	1175678	985813
(e) Salary to Directors	780000	675000
TOTAL	24195257	22888880
(22) Finance Cost		
(a) Interest Expense	2618391	1139045
(b) Other borrowing costs	2285817	1480473
(c) Bank charges	716286	859430
TOTAL	5620494	3478949
(23) Other Expenses		
(a) Freight and Handling	19539272	16988055
(b) Power & Fuel	772144	815319
(c) Rent	3757691	3287985
(d) Repairs to Building	2509579	2548619
(e) Repairs to Others	249736	426342
(f) Insurance	424031	405649
(g) Rates & Taxes	347861	169540
(h) Vehicle Running & Maintenance	3851871	3245998
(i) Grading and Packing Expense	8396852	4859519
(j) Travelling Expense	2958396	2689615
(k) Sitting fee to Directors	225000	108000
(l) Selling and Marketing Expense	16550171	14858551
(m) Books & Periodicals	58355	59465
(n) Postage and Telephone	1039267	967569
(o) Printing & Stationery	723896	574416
(p) Taxes Paid	1071477	57613
(q) Service Tax paid	144302	40902
(r) Brokerage and Commission	1675468	2748519
(s) Discount Paid	13537522	8172725
(t) Auction Expense	8461843	12542669
(u) Office Expense	2488294	3762334
(v) Other Expenses	3281224	1071948
(w) Professional Charges	1059250	540725
(x) Payment to Auditors		
As Auditor	190000	175000
For Taxation Matters	35000	35000
TOTAL	93348501	81152075

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25-08-2015

III OTHER NOTES

- (24) The secured long term & short term loans of the company are secured by hypothecation of inventories and book debts and collaterally secured by equitable mortgage of the landed properties of the company and buildings thereon in Kumily, Santhanpara and Bodinayakannur Villages. The term loan is repayable in 12 progressive instalments. No arrears in the repayment of term loan.
- (25) The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as Micro, Small or Medium Enterprises. Consequently the amount paid or payable to such parties during the year is NIL (Previous Year-Nil)
- (26) Some of the Sundry Debtors and Sundry Creditors are subject to confirmation balance.
- (27) Freehold Land and Building under Fixed Assets include land without pattayam valued Rs.11,860 (Previous year Rs.11,860) and building for Rs.9,00,000 (Previous year Rs.9,00,000) on land without pattayam in respect of which transfer deed has not been registered in favour of this company.
- (28) F.O.B. value of Cardamom & Banana Export during the year Rs.257709919 (Previous year Rs.170753455) Freight and Incidental Charges Rubber Rs.19246042 (Previous Year Rs.24355316).
- (29) Expenditure in foreign currency-Freight and Incidental Charges - Rs.11321964 (Previous Year - Rs.16391660) Foreign Travel - Rs.156939 (Previous Year - Rs.308514) Brokerage/Commission-Rs.Nil (Previous Year -Rs.192950) Software expense-Rs.Nil (Previous Year-Rs.286961) Total-Rs.11478903 (Previous year Rs. 45691517).
- (30) The information required to be disclosed as per Schedule III to the Companies Act, 2013 are disclosed only to the extent particulars are applicable to the Company which is a Trading Company.

(31) The amount of 'Others' under Other Income in Note 18 consist of :-

	31.03.15	31.03.14
a) Profit /(Loss)on Future Trading	(843518)	1118005
b) Price Difference	571486	-
c) Freight and incidental charge	7924078	7963656
d) Interest collected planter	728388	-
e) Miscellaneous Income	722	783
f) Insurance Claim Charges	-	57140
g) Service charge collected	3204056	3011087
h) Early payment Discount Received	-	4373657
i) Service Tax Refund	309662	112793
j) Round off A/c	-	1197

Total	11894874	16638318
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(32) Previous year's figures have been regrouped or reclassified wherever necessary to compare with current year's figures.

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Joint Managing Director

Sd/-
K. T. THOMAS
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Ponkunnam

25-08-2015

(33) SEGMENT INFORMATION

Particulars	31.03.2015 Rs.	31.03.2014 Rs.
1. Segment Revenue		
(a) Agro Inputs	855732164	732456886
(b) Cardamom Domestic	57897650	99919664
(c) Cardamom Export	274629737	178546833
(d) Rubber Domestic	1343229033	2030698500
(e) Rubber Export	-	607611
(f) Cardamom Auction	26701705	34772843
Net Sale/Income from Operations	2558190288	3077002337
2. Segment Results (Profit /(Loss) before Tax and Finance Cost)		
a) Agro Input	130344078	124184373
b) Cardamom	15024640	9851487
c) Rubber	14158304	11792048
d) Cardamom Auction	24450207	31802033
Total	183977228	177629941
Less:		
(i) Finance Cost	5620494	3478949
(ii) Other un-allocable expenditure net of un-allocable income	49990101	46510469
Profit before Tax	128366634	127640524
Less:		
(1) Current tax	44900000	45700000
(2) Prior year's tax	(10995)	(147911)
(3) Defferred tax liability	(324481)	(484506)
Profit after Tax	83802109	82572941
3. Segment Assets		
a) Agro Input	196554324	159689556
b) Cardamom	76641243	50711393
c) Rubber	874597	3208841
d) Cardamom Auction	78339792	173148601
Total	352409957	386758391
Un allocated corporate assets	277881840	237879055
Total assets as per Balance Sheet	630291797	624637446
4. Segment Liabilities		
a) Agro Input	28791420	5728889
b) Cardamom	630065	470663
c) Rubber	-	2031717
d) Cardamom Auction	26261493	89074564
Total	55682978	97305833
Un allocated Corporate Liabilities	124842669	146280059
Share holders Funds	449766150	381051554
Total Liabilities as per Balance Sheet	630291797	624637446
5. Un allocated Segment Capital Employeeed*	449766150	381051554
6. Un allocated Segment Capital Expenditure incurred (Net)*	981934	3356895
7. Un allocated Segment Depreciation*	3953370	3958606
8. Segment Non Cash Expenditure	-	-

*Identification among different segments of Capital, Capital expenditure incurred and Depreciation is not possible since all the segments are inter related.

(34) RELATED PARTY DISCLOSURES

A. List of Related Parties where control exists and other related parties with whom the company had transactions and their relationships.

Sl.No	Name of the related party	Nature of Relationship
1	Mr. Jojo George Pottemkulam	Key Management Personnel
2	Mr. K. Zia Ud Din Ahamed	Key Management Personnel

Sl.No.	Name of the related party	Nature of Transactions	2014-15	2013-14
1	Mr. Jojo George Pottemkulam	Remuneration	600000	495000
		Sitting Fee	27000	15000
		Dividend Paid	96900	96900
2	Mr. K. Zia Ud Din Ahamed	Remuneration	180000	180000
		Sitting Fee	27000	15000
		Dividend Paid	40200	39000

(35) SIGNIFICANT ACCOUNTING POLICIES:

(a) GENERAL AND FIXED ASSETS

The Accounts have been prepared on historical cost convention, except in the case of Fixed Assets being Free Hold Land acquired prior to 31.03.96, which was revalued during the year 1996-1997.

(b) INVENTORY

Inventories are valued at cost or net realisable value whichever is lower. The cost is arrived on FIFO basis for agro inputs and on weighted average basis for other products.

(c) CASH FLOW STATEMENT

The Cash Flow Statement is prepared in accordance with the indirect method stated in Accounting Standard 3 on Cash Flow Statement and presents the cash flows by operating, investing and financing activities.

(d) DEPRECIATION

Depreciation from the current year onwards is charged at the rates based on the useful life of the assets as prescribed under Schedule II to the Companies Act, 2013 on written down value basis. In respect of the additions to/sale of Fixed Assets during the year, depreciation is charged on pro-rata basis. The differential amount of depreciation on the carrying amount of the assets as on 01-04-2014 as been recognised in the opening balance of retained earnings during the year. The deferred tax liabilities on account of this has also been recognised in the opening balance of retained earnings.

(e) REVENUE AND EXPENDITURE RECOGNITION

Revenue is recognised and expenditure is accounted for on their accrual, except in the case of credit notes received for special discounts, price difference, reimbursement of sales promotional expenses etc and export incentives which are accounted in the year of receipt/realisation. The Company is also an auctioneer of cardamom licensed by the Spices Board. The turnover of the Company excludes the auction turnover. Only the commission earned as auctioneer is recognised in the revenue.

(f) EMPLOYEE BENEFITS - POST EMPLOYMENT

a) PROVIDENT FUND

The Company is registered with the Regional Provident Fund Commissioner, for Provident Fund benefits and is contributing to the fund as per prescribed Law at a specified percentage of salary. The Contribution to the Fund are accounted on accrual basis.

Sd/-
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(DIN: 02503346)
Chairman

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Managing Director

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K. ZIA-UD-DIN AHAMED
(DIN: 00350688)
Joint Managing Director

Sd/-
K. T. THOMAS
Chartered Accountant
Ponkunnam

25-08-2015

b) GRATUITY

Gratuity Payment is administered under a Group Gratuity Policy scheme with Life Insurance Corporation of India(LIC) managed by a separate trust created for the purpose and is administered as a Defined Benefit Plan. The annual Premium as intimated by the Administrator is paid by the company. The accrued Gratuity is ascertained as per actuarial valuation based on projected unit credit method. During the year Rs.Nil (Previous Year the Accrued Gratuity up to 31.03.2013 - Rs.3841615 and the deferred tax liabilities on the same- Rs.1305765) have been adjusted against the Opening Balance of surplus in Statement of Profit and Loss under Reserves. Contribution to the Gratuity fund Rs.467127 (Previous year Rs.447391) and balance of the accrued amount Rs.736400 (Previous year Rs.1502775) aggregating to Rs.1203527 (Previous year Rs.1950166) is charged to the Statement of Profit and Loss.

c) Leave salary included in the Salary structure is paid every year.

Disclosure as required by ACCOUNTING STANDARD 15

	31/03/2015	31/03/2014
1.Assumption		
Discount Rate	8.00%	8.00%
Salary Escalation	7.00%	7.00%
2.Changes in present value of Obligation:-		
Present value of obligations as at beginning of year	6695658	5156541
Interest cost	535653	412523
Current Service Cost	510494	390168
Benefits Paid	(729519)	(506914)
Actuarial (gain)/ loss on obligations	260627	1243340
Present value of obligations as at end of year	7272913	6695658
3.Changes in fair value of plan assets :-		
Fair value of plan assets at beginning of year	1351268	1314926
Expected return on plan assets	103247	95865
Contributions	467127	447391
Benefits Paid	(729519)	(506914)
Actuarial gain/(loss) on Plan assets	NIL	NIL
Fair value of plan assets at the end of year	1192123	1351268
4. Fair value of plan assets:-		
Fair value of plan assets at beginning of year	1351268	1314926
Actual return on plan assets	103247	95865
Contributions	167127	447391
Benefits Paid	(729519)	(506914)
Fair value of plan assets at the end of year	1192123	1351268
Funded status	(6080790)	(5344390)
Excess of Actual over estimated return on plan assets	NIL	NIL

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(Actual rate of return=Estimated rate of return as ARD falls on 31st March)

5. Actuarial Gain/Loss recognized:-

Actuarial (gain)/ loss on obligations	(260627)	(1243340)
Actuarial (gain)/ loss for the year - plan assets	NIL	NIL
Actuarial (gain)/ loss on obligations	260627	1243340
Actuarial (gain)/ loss recognized in the year	260627	1243340

6. Amounts to be recognized in the balance sheet :-

Present value of obligations as at the end of year	7272913	6695658
Fair value of plan assets as at the end of the year	1192123	1351268
Funded status	(6080790)	(5344390)
Net asset/(liability) recognized in balance sheet	(6080790)	(5344390)

7. Expenses Recognised in statement of Profit and loss:-

Current Service cost	510494	390168
Interest Cost	535653	412523
Expected return on plan assets	(103247)	(95865)
Net Actuarial (gain)/ loss recognized in the year	260627	1243340
Expenses recognised in statement of Profit and loss	1203527	1950166

(g) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are accounted at exchange rate prevailing on the date of transaction. Monetary assets relating to foreign currency transaction outstanding at the end of the year are translated at the exchange rate prevailing as on the date of the Balance Sheet. Exchange differences are accounted in the year of actual realisation / payment.

(h) SEGMENT REPORTING

Segment Reporting is made based on the number of segments identified by the Management, as per the requirements of Accounting Standard 17. The company has 4 business segments. The Export turnover is not very significant in the contest of the total turnover. As such there are no reportable geographical segments.

(i) RELATED PARTY DISCLOSURES

Related Party Disclosure are made as per the requirements of Accounting Standard 18.

(j) TAXATION

Provision for tax is made for both current and deferred taxes as prescribed under Accounting Standard 22, issued by the Institute of Chartered Accountants of India.

(k) EARNINGS PER SHARE

Disclosure is made in the Profit and Loss Account as per the requirements of Accounting Standard 20.

(l) IMPAIRMENT OF ASSETS

The company assess at each Balance Sheet date, whether there is any indication of impairment of assets and impairment loss is recognised whenever the carrying amount of the assets exceeds the recoverable amount.

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(DIN: 00350688)
Joint Managing Director

Sd/-
K. T. THOMAS
Chartered Accountant
Ponkunnam

25-08-2015

The Kerala Cardamom Processing and Marketing Company Limited

Registered Office: K P 1/741 B, Spice House, Thekkady PO, Idukki District - 685 509

CIN: U15495KL1990PLC005656

Telephone: 04869-222865, 222097 E-mail: info@kcpmc.com Website: www.Kcpmc.com

ATTENDANCE SLIP

I hereby record my presence at the 25th Annual General Meeting of the Company at 03.00 PM on Wednesday, the 30th September 2015 at the Registered office of the company, KP1/741 B, Spice House, Thekkady PO, Idukki District.

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

Full Name of the *Shareholder/proxy
(In block letters)

signature of *shareholder/proxy

*strike out whichever is not applicable

E-mail ID

NOTE: shareholders attending the meeting in Person / Proxy are requested to complete the Attendance Slip and handover at the entrance of the Meeting Hall.

Form No. MGT-11

PROXY FORM

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

CIN : U15495KL1990PLC005656

Name of the Company : THE KERALA CARDAMOM PROCESSING AND MARKETING COMPANY LTD.

Registered Office : KP1/741 B, Spice House, Thekkady PO, Idukki District.

Name of the member(s) :

Registered Address :

E- mail ID :

Folio No :

I / We, being the member(s) holding..... of the above named Company, hereby appoint

1. Name :

Address :

E-mail Id : Signature: or failing him

2. Name :

Address :

E-mail Id : Signature: or failing him

3. Name :

Address :

E-mail Id : Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday, the 30th September 2015 at 03.00 PM at Registered office –KP1/741 B, Spice House, Thekkady PO, Idukki District and at any adjournment thereof in respect of such resolution as are indicated below.

Resolution item Nos.

1. Adoption of financial statements together with the reports for the year ended 31.03.2015.

2. Declaration of dividend.

3. Re appointment of Mr. K. I. Varkey as a director liable to retire by rotation.

4. Re appointment of Mr. Johny Mathew as a director liable to retire by rotation.

5. Re appointment of Mrs. Sivakumar Jayakumari as a director liable to retire by rotation.

6. Appointment of Statutory Auditors.

7. Appointment of Tax Auditors.

Signed this day of2015

Signature of shareholder

Signature of Proxy holder(s)

Revenue
Stamp of
Re.1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at Registered Office of the Company, not less than 48 hours before the commencement of Meeting.

The Kerala Cardamom Processing and Marketing Company Limited

"Spice House" Thekkady P.O., Idukki Dist., Kerala-685 509,

Telefax : 04869-222865, 222097

E-mail : info@kcpmc.com • www.kcpmc.com • www.indiancardamom.com

Regional / Divisional Offices

Kalpetta : 04936-203691

Bodinayakanur : 04546-280765/63

Kanijirappally : 04828 205338, 203469, 203041

Branches

Vandanmedu -277014 • Kumily – 223482 • Kattappana – 273468 • Nedumkandam - 232438

Bisonvalley – 285711 • Poopara – 247249 • Rajakumary - 243284 • Udumbanchola - 237427

Anakkara – 282846 • Puliyanmala – 270872 • Rajakadu – 241469