



**35<sup>th</sup> ANNUAL  
REPORT**  
2024 - 2025

The Kerala Cardamom Processing and  
Marketing Company Limited



## BOARD OF DIRECTORS

Mr. Johny Mathew (Chairman) (Up to 23.08.2024)  
 Mr. Uthayakumar Manoharan (Chairman) (w.e.f 01.10.2024)  
 Mr. Jojo George Pottemkulam (Managing Director)  
 Mr. Raghavan Guhan (Whole Time Director) (Up to 23.08.2024)  
 Mr. Johny Sebastian Karimpanal (Whole-time director) (w.e.f 01.10.2024)  
 Mr. Jerin Varughese Jacob  
 Mr. Abraham Karimpanal Ittiavirah  
 Mr. Shamir Ahmed Refai  
 Mr. Kumaresan Sakthivel (Additional Director) (w.e.f 10.09.2024)  
 Mr. Varkey George (Director appointed in casual vacancy) (w.e.f 01.10.2024)  
 Mr. Sethuraman Shailendran (Additional Director) (w.e.f 01.10.2024)  
 Mr. Rajan Scaria (Additional Director) (w.e.f 30.10.2024)  
 Mr. Thathuraj Sivakumar (Additional Director) (w.e.f 30.10.2024)  
 Dr. Mathew Kallarackal Mathew (Additional Director) (w.e.f 30.10.2024)  
 Mrs. Anna Pottamkulam Kurian (Up to 23.08.2024)  
 Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan (Up to 23.08.2024)  
 Mr. Bobby Tom (Independent Director) (Up to 23.08.2024)  
 Mr. Methil Sreenivasan Achuthakumar (Independent Director) (w.e.f 10.09.2024)  
 Mr. Rajamanickam Sakthisubramanian (Independent Director) (Up to 24.06.2025)  
 Mrs. Minu Mathew (Independent Director) (w.e.f 19.07.2025)

## AUDITORS

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

## BANKERS

ICICI Bank Ltd. • HDFC Bank Ltd.  
 AXIS Bank Ltd. • FEDERAL Bank Ltd.

## REGISTERED OFFICE

K.P1/741 B, Spice House, Thekkady PO, PIN-685536  
 CIN: U15495KL1990PLC005656  
 e mail: info@kcpmc.com, www.kcpmc.com

## REGIONAL/DIVISIONAL OFFICES

- Trade House, 1/138, Subbaraj Nagar, Bodinayakanur, PIN-625513
- Pankajam Nagar, No.10-I, Anaikkaraipatti Panchayath, Bodinayakanur, PIN 625513
  - N.H. Bye-pass Road, Kalpetta, Wayanadu, PIN-673121
  - Heavea House, Mannarkkayam, Kanjirapally, PIN-686507

## PLANTATIONS

- Purespice Plantations, Peechadu, Kallar, Vattiyar PO, Idukki, Kerala, 685565.
- Bisonvalley Estate, Pallikunnu PO, Kuttikkanam, Idukki, Kerala, 685531.

## Dear Shareholders,

The world around us continues to be shaped by complex economic, geopolitical, and environmental challenges. Ongoing trade tensions, shifting global alliances, the climate crisis, and the rapid acceleration of AI-driven innovations are transforming every aspect of business. These forces not only redefine competitiveness but also compel us to reassess our strategies, embrace agility, and invest in ideas that ensure long-term relevance and sustainability.

At KCPMC, we are committed to understanding these evolving dynamics and continuously adapting to stay ahead. We strive to identify emerging opportunities and proactively recalibrate our direction to scale new heights of competitiveness, growth, and resilience. We believe that true transformation lies in combining commercial strength with a responsible approach to **Environmental, Social, and Governance (ESG)** practices. This dual focus helps us stay relevant, purposeful, and future-ready.

In an era marked by rising nationalism in trade policies, tariff walls, and shifting global power equations, we remain deeply engaged with the implications of these developments on our sector and our community. We cannot afford to be passive observers. As AI and technological disruptions redefine industries at breakneck speed, staying ahead of the curve is no longer optional—it's existential.

I am proud to report that the past financial year has been nothing short of exceptional for your company. Across all our verticals, we have witnessed strong, decisive performance—perhaps for the first time, every division has contributed substantially to our consolidated growth. This milestone vindicates our long-term belief in the power of related diversification. It confirms that our strategic direction, backed by your unwavering support, is beginning to bear remarkable fruit.

Encouraged by these outcomes, the Board intends to continue exploring structured diversification. We will propose new growth initiatives closely aligned with our core strengths while also venturing into high-potential adjacent areas. Capitalising on our region's natural beauty and abundant resources, we are preparing to unveil **premium experiential offerings**, especially in the hospitality sector. Partnerships with global leaders in hospitality are being formed to bring forth uniquely local yet world-class experiences. We are actively working to establish the regulatory and operational frameworks necessary for this transformation and will be presenting a proposal for your approval during this meeting.

To remain competitive in the evolving agri-trade environment, we recognize the need for structural innovation. We intend to create dedicated entities to facilitate trader-level buyer-seller platforms to streamline the cardamom trade ecosystem. These initiatives will address long-standing regulatory bottlenecks and create formalised systems that bring transparency, traceability, and efficiency to our sector.

Across our farms, customer touchpoints, and export operations, your teams continue to set new industry standards. Our agronomy teams are focused on delivering best-in-class, environmentally responsible inputs. PureSpice Plantation is now fully operational and stands as a shining model of excellence in plantation management. Our cardamom auction operations are undergoing tech-led innovation to further streamline access to markets for farmers and improve transaction efficiency.

All of this has been made possible only because of your trust, support, and belief in our collective mission. On behalf of the Board of Directors, I extend my heartfelt thanks to each one of you.

We reaffirm our commitment to building a future that not only drives business success but also ***'better the lives of Indian farmers.'*** Together, we aim to reach greater heights of performance, purpose, and recognition.

Thank you.



**Uthayakumar Manoharan**

Chairman

# The Kerala Cardamom Processing and Marketing Company Limited

Registered Office – KP1/741 B-Spice House, Thekkady PO, Idukki - 685536  
CIN: U15495KL1990PLC005656 www.kcpmc.com E-mail ID: info@kcpmc.com PH: 04869 222865

## NOTICE TO THE SHAREHOLDERS

The Notice is hereby given that the 35th Annual General Meeting of The Kerala Cardamom Processing and Marketing Company Limited will be held at the Registered Office of the Company at KP1/741 B-Spice House, Thekkady PO, Idukki – 685536, on Friday the 26th September 2025 at 2.30 PM to transact the following business:

### Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2025 along with the Directors' Report, the Secretarial Audit Report and the Statutory Auditor's Report thereon and in this regard pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2025 along with the Directors' Report, the Secretarial Audit Report and the Statutory Auditor's Report laid before this meeting, be and are hereby considered and adopted."
2. To declare dividend on equity shares for the financial year ended 31st March, 2025 and, in this regard, pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** dividend at the rate of Rs.8.50/- (Eight rupees & Fifty Paise only) per equity share of Rs.10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31st, 2025 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31st, 2025."
3. To appoint Mr. Jerin Varughese Jacob (DIN: 09166742) as Director, who retires by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Jerin Varughese Jacob (DIN: 09166742), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
4. To appoint Mr. Abraham Karimpanal Ittiavirah (DIN: 02974840) as Director, who retires by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Abraham Karimpanal Ittiavirah (DIN: 02974840), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
5. To appoint Mr. Shamir Ahmed Refai (DIN: 09358767) as Director, who retires by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shamir Ahmed Refai (DIN: 09358767), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
6. To appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as **Ordinary Resolution**:

**"RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Varma and Varma, Chartered Accountants, Ernakulam [Firm Registration No: 004532S], be and are hereby appointed as the Statutory Auditor of the Company for a term of Five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year ending 2029-2030, at such remuneration and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

### Special Business

7. To consider and if think fit, to pass, with or without modification, the following resolution as an **ordinary resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to appoint Mr. Kumaresan Sakthivel (DIN: 06982078) who was appointed as an Additional Director with effect from 10/09/2024 under Section 161 of the Companies Act, 2013, on the Board of the Company and whose term of office ends by the conclusion of this AGM, as Director of the Company liable to retire by rotation with effect from 26.09.2025 on such terms and conditions as decided by the board of directors."

8. To consider and if think fit, to pass, with or without modification, the following resolution as an **ordinary resolution:**

**"RESOLVED THAT** pursuant to Section 161(4) of the Companies Act, 2013, and in accordance with the provisions of the Articles of Association of the Company, the appointment of Mr. Uthayakumar Manoharan (DIN: 03091585) as director to fill the casual vacancy caused by the resignation of Mr. Johny Mathew, made by the Board of Directors at their meeting held on 01.10.2024, be and is hereby approved and regularised by the members of the Company."

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 161(4) of the Companies Act, 2013 and other applicable provisions, if any, and in accordance with the Articles of Association of the Company, the appointment of Mr. Johny Sebastian Karimpanal (DIN: 10776016) as a Whole-Time Director of the Company, made by the Board of Directors to fill the casual vacancy caused by the resignation of Mr. Raghavan Guhan with effect from 01/10/2024, be and is hereby approved by the members of the Company for the remainder of the term of the said vacated office."

10. To consider and if think fit, to pass, with or without modification, the following resolution as an **ordinary resolution:**

**"RESOLVED THAT** pursuant to Section 161(4) of the Companies Act, 2013, and in accordance with the provisions of the Articles of Association of the Company, the appointment of Mr. Varkey George (DIN: 08439500) as director to fill the casual vacancy caused by the resignation of Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan, made by the Board of Directors at their meeting held on 01.10.2024, be and is hereby approved and regularised by the members of the Company."

11. To consider and if think fit, to pass, with or without modification, the following resolution as an **ordinary resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to appoint Mr. Sethuraman Shailendran (DIN: 10776461) who was appointed as an Additional

Director with effect from 01/10/2024 under Section 161 of the Companies Act, 2013, on the Board of the Company and whose term of office ends by the conclusion of this AGM, as Director of the Company, liable to retire by rotation with effect from 26.09.2025 on such terms and conditions as decided by the board of directors. "

12. To consider and if think fit, to pass, with or without modification, the following resolution as an **ordinary resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to appoint Mr.Rajan Scaria (DIN: 10804280) who was appointed as an Additional Director with effect from 30/10/2024 under Section 161 of the Companies Act, 2013, on the Board of the Company and whose term of office ends by the conclusion of this AGM, as Director of the Company, liable to retire by rotation with effect from 26.09.2025 on such terms and conditions as decided by the board of directors."

13. To consider and if think fit, to pass, with or without modification, the following resolution as an **ordinary resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to appoint Dr.Mathew Kallarackal Mathew (DIN: 10811168) who was appointed as an Additional Director with effect from 30/10/2024 under Section 161 of the Companies Act, 2013, on the Board of the Company and whose term of office ends by the conclusion of this AGM, as Director of the Company, liable to retire by rotation with effect from 26.09.2025 on such terms and conditions as decided by the board of directors."

14. To consider and if think fit, to pass, with or without modification, the following resolution as an **ordinary resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to appoint Mr.Thathuraj Sivakumar (DIN:10813851) who was appointed as an Additional Director with effect from 30/10/2024 under Section 161 of the Companies Act, 2013, on the Board of the Company, and whose term of office ends by the conclusion of this AGM as Director of the Company, liable to retire by rotation with effect from 26.09.2025 on such terms and conditions as decided by the board of directors."

15. To consider and if think fit, to pass, with or without modification, the following resolution as an **ordinary resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, or any amendment thereto or modification thereof, this meeting hereby approves the appointment of Mr.Methil Sreenivasan Achuthakumar (DIN: 00018643) as an Independent director of the company made by the Board of Directors at their meeting held on 10.09.2024 for a period of three years with effect from 10.09.2024, or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

16. To consider and if think fit, to pass, with or without modification, the following resolution as an **ordinary resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, or any amendment thereto or modification thereof, this meeting hereby approves the appointment of Ms. Minu Mathew (DIN: 05352861) as an Independent director of the company made by the Board of Directors at their meeting held on 24.06.2025 for a period of three years with effect from 19.07.2025, or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

17. To form subsidiary companies for doing Hospitality Business and Online Auction Business and if thought fit, to pass with or without modification, as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Section 186 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, the consent of the shareholders be and is hereby accorded for the incorporation of Two new companies as the subsidiaries of The Kerala Cardamom Processing and Marketing Company Limited for doing Hospitality Business and Online Auction Business".

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, and things as may be considered desirable or expedient to give effect to this resolution viz. amount of investment, number and name of the directors nominated etc."

*On behalf of The Board of Directors,*

*Sd/-*

**Uthayakumar Manoharan**

*(DIN: 03091585)*

*Chairman*

*T.K.S. House, 146/24,*

*Kanchaiammankoil Street,*

*Cumbum, Tamilnadu - 625 516*

*Thekkady*  
*27-08-2025*

#### NOTE:

- 1) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto
- 2) 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 APPOINTING THE PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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 uncashed their dividend cheques in respect of earlier years are requested to make their claim(s) by surrendering the uncashed 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 19th September 2025.
- 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 a facility to exercise their right to vote at 35th 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.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.kcpmc.com](http://www.kcpmc.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

- 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 sent in the permitted mode.
- 9) The Route map for easy location of the venue of the Annual General Meeting is attached.
- 10) 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](http://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.
- 11) Mr. V J Joseph, V.J Joseph & Associates, Practicing Company Secretary, (FCS 7686 and COP No. 3605), Poovarani, Pala has been appointed by the board as scrutinizer for conducting the remote e-Voting process in a fair and transparent manner.
- 12) 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 favor or against, if any, to the chairman of the Company.
- 13) The results declared along with the Scrutinizer's report will be placed on the Company's notice board and at the website [www.kcpmc.com](http://www.kcpmc.com) and on the website of E-voting Agency <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx> or on <https://www.evotingindia.com/noticeResults.jsp> and click on Live Instances Voting and Results.

All the resolutions, subject to receipt of requisite no. of votes, shall be deemed to be passed at the AGM scheduled to be held on 26th September 2025.

- 14) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from 20th September 2025 to 26th September 2025 (both days inclusive), for the purpose of payment of dividend.
- 15) The Statutory Registers maintained under the Companies Act, 2013, will be available for inspection during AGM to the Members attending AGM.
- 16) Pursuant to the provisions of Section 72 of the Companies Act, 2013, members may file nomination forms in respect of their physical shareholdings. Any member willing to avail this facility may submit to the Company the prescribed statutory form.
- 17) As per the provisions of Section 72 of the Companies Act, 2013, (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

- 18) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, on or before September 18, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

**The Instructions for shareholders for E-VOTING are as under:**

- (i) The voting period begins on 23/09/2025 9 am and ends on 25/09/2025 5 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19/09/2025 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) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of Shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol> |

|  |  |
|--|--|
|  | <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/Evoting">https://evoting.cdslindia.com/Evoting/Evoting</a> Login. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Prvviders.</p>  |
| Individual Shareholders holding securities in demat mode with NSDL                                     | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type  | Helpdesk details  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30                |

(v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) if you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|  | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>   |
|--|--|
| 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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| 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 your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                 |

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

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant 'The Kerala Cardamom Processing and Marketing Company Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@kcpmc.com](mailto:info@kcpmc.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

*On behalf of The Board of Directors,  
Sd/-  
Uthayakumar Manoharan  
(DIN: 03091585)  
Chairman  
T.K.S. House, 146/24,  
Kanchaiammankoil Street,  
Cumbum, Tamilnadu - 625 516*

*Thekkady  
27-08-2025*

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013;

### **Special business**

#### **ITEM NO. 7**

The Board of Directors of the Company had appointed Mr. Kumaresan Sakthivel (DIN: 06982078) as an Additional Director of the Company with effect from 10/09/2024. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Kumaresan Sakthivel shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Kumaresan Sakthivel signifying his candidature as a Director of the Company.

Mr. Kumaresan Sakthivel is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Kumaresan Sakthivel, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Kumaresan Sakthivel, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 7 for approval of the Members.

#### **ITEM NO. 8**

The Board of Directors of the Company had appointed Mr. Uthayakumar Manoharan (DIN: 03091585) as a director appointed in casual vacancy of the Company with effect from 01/10/2024. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Uthayakumar Manoharan shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Uthayakumar Manoharan signifying his candidature as a Director of the Company.

Mr. Uthayakumar Manoharan is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Uthayakumar Manoharan, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Uthayakumar Manoharan, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 8 for approval of the Members.

#### **ITEM NO. 9**

The Board of Directors of the Company had appointed Mr. Johny Sebastian Karimpanal (DIN: 10776016) as a Whole Time Director appointed in casual vacancy of the Company with effect from 01/10/2024. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Johny Sebastian Karimpanal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Whole Time Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Johny Sebastian Karimpanal signifying his candidature as a Director of the Company.

Mr. Johny Sebastian Karimpanal is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Johny Sebastian Karimpanal, including nature of his expertise, is provided in Annexure to the Notice.



None of the Directors or Key Managerial Personnel and their relatives, except Mr. Johny Sebastian Karimpanal, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 9 for approval of the Members.

#### **ITEM NO. 10**

The Board of Directors of the Company had appointed Mr. Varkey George (DIN: 08439500) as Director appointed in casual vacancy of the Company with effect from 01/10/2024. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Varkey George shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Varkey George signifying his candidature as a Director of the Company.

Mr. Varkey George is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Varkey George, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Jojo George Pottemkulam, Managing Director as brother and Mr. Varkey George, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 10 for approval of the Members.

#### **ITEM NO. 11**

The Board of Directors of the Company had appointed Mr. Sethuraman Shailendran (DIN: 10776461) as an Additional Director of the Company with effect from 01/10/2024. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Sethuraman Shailendran shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Sethuraman Shailendran signifying his candidature as a Director of the Company.

Mr. Sethuraman Shailendran is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Sethuraman Shailendran, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sethuraman Shailendran, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 11 for approval of the Members.

#### **ITEM NO. 12**

The Board of Directors of the Company had appointed Mr. Rajan Scaria (DIN: 10804280) as an Additional Director of the Company with effect from 30/10/2024. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Rajan Scaria shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Rajan Scaria signifying his candidature as a Director of the Company.

Mr. Rajan Scaria is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Rajan Scaria, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rajan Scaria, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 12 for approval of the Members.

### **ITEM NO. 13**

The Board of Directors of the Company had appointed Dr. Mathew Kallarackal Mathew (DIN: 10811168) as an Additional Director of the Company with effect from 30/10/2024. In accordance with the provisions of Section 161 of Companies Act, 2013. Dr. Mathew Kallarackal Mathew shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Dr. Mathew Kallarackal Mathew signifying his candidature as a Director of the Company.

Dr. Mathew Kallarackal Mathew is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Dr. Mathew Kallarackal Mathew, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Dr. Mathew Kallarackal Mathew, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 13 for approval of the Members.

### **ITEM NO. 14**

The Board of Directors of the Company had appointed Mr. Thathuraj Sivakumar (DIN:10813851) as an Additional Director of the Company with effect from 30/10/2024. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Thathuraj Sivakumar shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Thathuraj Sivakumar signifying his candidature as a Director of the Company.

Mr. Thathuraj Sivakumar is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Thathuraj Sivakumar, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Thathuraj Sivakumar, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 14 for approval of the Members.

### **ITEM NO. 15**

The Board of Directors of the Company had appointed Mr. Methil Sreenivasan Achuthakumar (DIN: 00018643) as an Independent Director of the Company with effect from 10/09/2024. In accordance with the provisions of Section 149 & 152 of Companies Act, 2013 Mr. Methil Sreenivasan Achuthakumar shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Independent Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Methil Sreenivasan Achuthakumar signifying his candidature as a Director of the Company.

Mr. Methil Sreenivasan Achuthakumar is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Methil Sreenivasan Achuthakumar, including nature of his expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Methil Sreenivasan Achuthakumar, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 15 for approval of the Members.



#### **ITEM NO. 16**

The Board of Directors of the Company had appointed Ms. Minu Mathew (DIN: 05352861) as an Independent Director of the Company with effect from 19/07/2025. In accordance with the provisions of Section 149 & 152 of Companies Act, 2013 Ms. Minu Mathew shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Independent Director of the company. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Minu Mathew signifying her candidature as a Director of the Company.

Ms. Minu Mathew is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director.

A brief profile of Ms. Minu Mathew, including nature of her expertise, is provided in Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Minu Mathew, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 16 for approval of the Members.

#### **ITEM NO. 17**

The Board of Directors, in its meeting held on 27.08.2025, considered and approved the proposal to form subsidiary companies in India. The new entities are intended to do Hospitality Business and Online Auction Business.

The Board believes that incorporating the separate subsidiaries will;

Allow for a dedicated business unit to focus solely on the new business verticals,

Help mitigate risks by providing limited liability for the parent company, The Kerala Cardamom Processing and Marketing Company Limited,

Streamline operations and improve resource allocation for the new business vertical.

The Board of Directors would be authorised to take the decisions regarding the amount of investment in subsidiary companies.

Interest of Directors and Key Managerial Personnel

Some directors would be proposed the position of a director in the new subsidiaries and other than those directors, none of the directors, key managerial personnel, or their relatives are financially or otherwise interested in the resolution.

**ANNEXURE TO THE NOTICE  
DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT  
/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

| <b>Mr. Jerin Varughese Jacob (DIN:09166742)</b>   |  |
|---|--|
| Age   | 42   |
| Qualification   | Post Graduate/Equivalent   |
| Experience  | Vast administrative experience   |
| Terms and conditions of appointment   | Mr. Jerin Varughese Jacob who is retiring by rotation at this AGM is proposed to be reappointed as a director of the company liable to retire by rotation at this meeting.         |
| Remuneration last drawn   | Rs. 80000 as sitting fee   |
| Remuneration proposed to be paid  | As per existing terms and conditions   |
| Date of first appointment on Board  | 28.09.2021   |
| Shareholding in company as on March 31, 2025  | 7000 shares of Rs.10 each  |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.   |
| Number of meetings of the Board attended during the year                                      | 8  |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Nil  |
| <b>Mr. Abraham Karimpanal Ittiavirah (DIN: 02974840)</b>                                      |  |
| Age   | 64   |
| Qualification   | Post Graduate/Master/Equivalent  |
| Experience  | Vast administrative experience   |
| Terms and conditions of appointment   | Mr. Abraham Karimpanal Ittiavirah who is retiring by rotation at this AGM is proposed to be reappointed as a director of the company liable to retire by rotation at this meeting. |
| Remuneration last drawn   | Rs. 50000 as sitting fee   |
| Remuneration proposed to be paid  | As per existing terms and conditions   |
| Date of first appointment on Board  | 21.10.2021   |
| Shareholding in company as on March 31, 2025  | 22900 shares of Rs. 10 each  |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.   |
| Number of meetings of the Board attended during the year                                      | 5  |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Krish8 Tech Private Limited - Director   |

| <b>Mr. Shamir Ahmed Refai (DIN: 09358767)</b>   |   |
|---|---|
| Age   | 68  |
| Qualification   | Graduate/Equivalent   |
| Experience  | Vast administrative experience  |
| Terms and conditions of appointment   | Mr. Shamir Ahmed Refai who is retiring by rotation at this AGM is proposed to be reappointed as a director of the company liable to retire by rotation at this meeting.   |
| Remuneration last drawn   | Rs.80000 as sitting fee   |
| Remuneration proposed to be paid  | As per existing terms and conditions  |
| Date of first appointment on Board  | 21.10.2021  |
| Shareholding in company as on March 31, 2025  | 7400 shares of Rs. 10 each  |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.  |
| Number of meetings of the Board attended during the year                                      | 8   |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Nil   |
| <b>Mr. Kumaresan Sakthivel (DIN: 06982078)</b>  |   |
| Age   | 51  |
| Qualification   | XII/SSLC/High/Equivalent  |
| Experience  | Vast administrative experience  |
| Terms and conditions of appointment   | Mr. Kumaresan Sakthivel who was appointed as an Additional Director and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as a director of the company liable to retire by rotation at this meeting. |
| Remuneration last drawn   | Rs.30000 as sitting fee   |
| Remuneration proposed to be paid  | As per existing terms and conditions  |
| Date of first appointment on Board  | 10.09.2024  |
| Shareholding in company as on March 31, 2025  | 8000 shares of Rs. 10 each  |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.  |
| Number of meetings of the Board attended during the year                                      | 3   |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Nil   |

| <b>Mr. Uthayakumar Manoharan (DIN: 03091585)</b>  |  |
|---|--|
| Age   | 72   |
| Qualification   | Graduate/Equivalent  |
| Experience  | Vast administrative experience   |
| Terms and conditions of appointment   | Mr. Uthayakumar Manoharan who was appointed as 'Director appointed in casual vacancy' and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as a director of the company liable to retire by rotation at this meeting.    |
| Remuneration last drawn   | Rs. 40000 as sitting fee   |
| Remuneration proposed to be paid  | As per existing terms and conditions   |
| Date of first appointment on Board  | 01/10/2024   |
| Shareholding in company as on March 31, 2025  | 30100 shares of Rs. 10 each  |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.   |
| Number of meetings of the Board attended during the year                                      | 4  |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Nil  |
| <b>Mr. Johny Sebastian Karimpanal (DIN: 10776016)</b>   |  |
| Age   | 57   |
| Qualification   | Post Graduate/Master/Equivalent  |
| Experience  | Vast administrative experience   |
| Terms and conditions of appointment   | Mr. Johny Sebastian Karimpanal who was appointed as a Whole Time Director and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as a Whole Time Director of the company not liable to retire by rotation at this meeting. |
| Remuneration last drawn   | Rs. 40000 as monthly salary & Rs.30000 sitting fee   |
| Remuneration proposed to be paid  | As per existing terms and conditions   |
| Date of first appointment on Board  | 01.10.2024   |
| Shareholding in company as on March 31, 2025  | 7400 shares of Rs. 10 each   |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director / key managerial personnel.  |
| Number of meetings of the Board attended during the year                                      | 3  |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Nil  |

| <b>Mr. Varkey George (DIN: 08439500)</b>  |   |
|---|---|
| Age   | 44  |
| Qualification   | Post Graduate/Master/Equivalent   |
| Experience  | Vast administrative experience  |
| Terms and conditions of appointment   | Mr. Varkey George who was appointed as a 'Director appointed in casual vacancy' and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as a director of the company liable to retire by rotation at this meeting. |
| Remuneration last drawn   | Rs. 20000 as sitting fee  |
| Remuneration proposed to be paid  | As per existing terms and conditions  |
| Date of first appointment on Board  | 01.10.2024  |
| Shareholding in company as on March 31, 2025  | 31660 shares of Rs. 10 each   |
| Relationship with other Director/ Key Managerial Personnel                                    | Related to Managing Director as Brother   |
| Number of meetings of the Board attended during the year                                      | 2   |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Livgro Estates and Holdings Private Ltd - Director  |
| <b>Mr. Sethuraman Shailendran (DIN: 10776461)</b>   |   |
| Age   | 40  |
| Qualification   | Graduate/Equivalent   |
| Experience  | Vast administrative experience  |
| Terms and conditions of appointment   | Mr. Sethuraman Shailendran who was appointed as an Additional Director and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as a director of the company liable to retire by rotation at this meeting.          |
| Remuneration last drawn   | Rs. 30000 as sitting fee  |
| Remuneration proposed to be paid  | As per existing terms and conditions  |
| Date of first appointment on Board  | 01.10.2024  |
| Shareholding in company as on March 31, 2025  | 5200 shares of Rs. 10 each  |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.  |
| Number of meetings of the Board attended during the year                                      | 3   |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Nil   |

| <b>Mr. Rajan Scaria (DIN: 10804280)</b>   |   |
|---|---|
| Age   | 73  |
| Qualification   | Graduate/Equivalent   |
| Experience  | Vast administrative experience  |
| Terms and conditions of appointment   | Mr. Rajan Scaria who was appointed as an Additional Director and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as a director of the company liable to retire by rotation at this meeting.              |
| Remuneration last drawn   | Rs.20000 as sitting fee   |
| Remuneration proposed to be paid  | As per existing terms and conditions  |
| Date of first appointment on Board  | 30.10.2024  |
| Shareholding in company as on March 31, 2025  | 17200 shares of Rs. 10 each   |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.  |
| Number of meetings of the Board attended during the year                                      | 2   |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Nil   |
| <b>Dr. Mathew Kallarackal Mathew (DIN: 10811168)</b>  |   |
| Age   | 71  |
| Qualification   | Post Graduate in Medicine   |
| Experience  | Vast administrative experience  |
| Terms and conditions of appointment   | Dr. Mathew Kallarackal Mathew who was appointed as an Additional Director and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as a director of the company liable to retire by rotation at this meeting. |
| Remuneration last drawn   | Rs.20000 as sitting fee   |
| Remuneration proposed to be paid  | As per existing terms and conditions  |
| Date of first appointment on Board  | 30.10.2024  |
| Shareholding in company as on March 31, 2025  | 16566 shares of Rs. 10 each   |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.  |
| Number of meetings of the Board attended during the year                                      | 2   |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Nil   |

| <b>Mr. Thathuraj Sivakumar (DIN:10813851)</b>   |  |
|---|--|
| Age   | 65   |
| Qualification   | Graduate/Equivalent  |
| Experience  | Vast administrative experience   |
| Terms and conditions of appointment   | Mr. Thathuraj Sivakumar who was appointed as an Additional Director and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as a director of the company liable to retire by rotation at this meeting.              |
| Remuneration last drawn   | Rs.20000 as sitting fee  |
| Remuneration proposed to be paid  | As per existing terms and conditions   |
| Date of first appointment on Board  | 30.10.2024   |
| Shareholding in company as on March 31, 2025  | 24060 shares of Rs. 10 each  |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.   |
| Number of meetings of the Board attended during the year                                      | 2  |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | Nil  |
| <b>Mr. Methil Sreenivasan Achuthakumar (DIN: 00018643)</b>                                    |  |
| Age   | 72   |
| Qualification   | Post Graduate/Master/Equivalent  |
| Experience  | Vast administrative experience   |
| Terms and conditions of appointment   | Mr. Methil Sreenivasan Achuthakumar who was appointed as an Independent Director and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as an Independent Director of the company at this meeting for three years. |
| Remuneration last drawn   |  |
| Remuneration proposed to be paid  | As per existing terms and conditions   |
| Date of first appointment on Board  | 10.09.2024   |
| Shareholding in company as on March 31, 2025  | Nil  |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.   |
| Number of meetings of the Board attended during the year                                      |  |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | i) Foundation For Entrepreneurial Development (Kerala) - Additional Director<br>ii) N C John and Sons Private Limited – Director   |

| <b>Mrs. Minu Mathew (DIN: 05352861)</b>   |   |
|---|---|
| Age   | 62  |
| Qualification   | Qualified Chartered Accountant with 37 years of experience, Completed the Certified Information Systems Auditor (CISA) course in 2001 and is also a Certified ISO 27001 Lead Auditor.   |
| Experience  | Vast administrative experience  |
| Terms and conditions of appointment   | Mrs. Minu Mathew who was appointed as an Independent Director and who's term of office expires at the ensuing Annual General Meeting is proposed to be appointed as an Independent Director of the company at this meeting for three years. |
| Remuneration last drawn   |   |
| Remuneration proposed to be paid  | As per existing terms and conditions  |
| Date of first appointment on Board  | 19.07.2025  |
| Shareholding in company as on March 31, 2025  | Nil   |
| Relationship with other Director/ Key Managerial Personnel                                    | Not related to any director/ key managerial personnel.  |
| Number of meetings of the Board attended during the year                                      |   |
| Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2025 | i) Information Security Audit and Assurance Private Limited - Additional Director<br>ii) Vadakkekalam Plantations Ltd - Director  |

*On behalf of The Board of Directors,*

*Sd/-*

**Uthayakumar Manoharan**

(DIN: 03091585)

Chairman

T.K.S. House, 146/24,

Kanchaiammankoil Street,  
Cumbum, Tamilnadu - 625 516

Thekkady  
27-08-2025

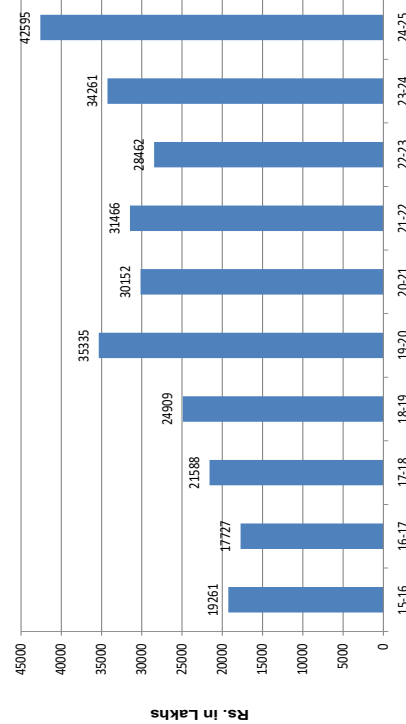


## FINANCIAL YEAR SUMMARY

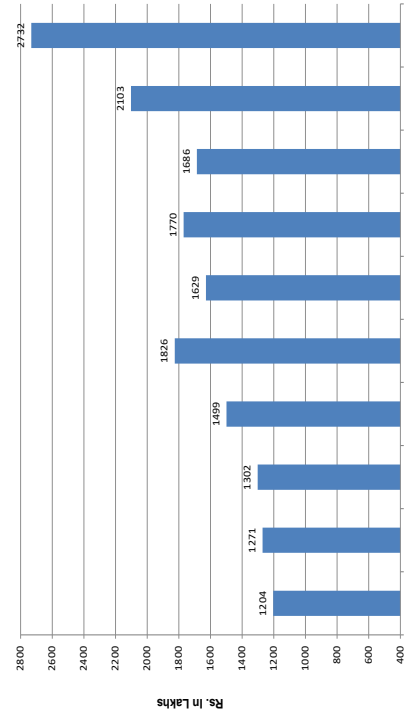
(Rs.In Lakhs)

| Particulars             | 15-16 | 16-17 | 17-18 | 18-19 | 19-20 | 20-21 | 21-22 | 22-23 | 23-24 | 24-25 |
|-------------------------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|
| Sales                   | 19261 | 17727 | 21588 | 24909 | 35335 | 30152 | 31466 | 28462 | 34261 | 42595 |
| Revenue from Operations | 19897 | 18566 | 22552 | 25923 | 36820 | 31161 | 32523 | 29548 | 35883 | 44160 |
| Profit before Taxation  | 1204  | 1271  | 1302  | 1499  | 1826  | 1629  | 1770  | 1686  | 2103  | 2732  |
| Profit after Taxation   | 780   | 839   | 879   | 1091  | 1410  | 1287  | 1287  | 1258  | 1678  | 2182  |
| Share Capital           | 400   | 400   | 400   | 400   | 400   | 400   | 400   | 400   | 400   | 400   |
| Reserves                | 4733  | 5403  | 6114  | 7011  | 8221  | 9309  | 10375 | 11414 | 12812 | 14653 |
| Gross Fixed Assets      | 1908  | 2026  | 2046  | 2055  | 5659  | 6990  | 7330  | 7515  | 10288 | 11577 |
| Dividend %              | 30    | 35    | 35    | 40    | 50    | 50    | 55    | 55    | 70    | 85    |

## Turnover



## Profit Before Taxation



## DIRECTORS' REPORT

### Performance Highlights

As in every year, our operations continued to place the farmer and the agricultural community at the heart of all our activities. The results for the year reinforce this enduring commitment — a commitment that has proven both meaningful and rewarding. Our diversified operations have not only served their purpose but have also delivered strong returns.

One of the most impactful initiatives during the year was the introduction of our new-format '**AgriStore**' outlets across all operational locations. These stores now offer a best-in-class retail experience for customers, supported by well-informed staff and robust field-level resources. The stores have become trusted hubs for high-quality, reliable plant protection and nutrition solutions, as reflected in growing customer patronage and improved operational outcomes.

We were proud to inaugurate a **state-of-the-art Cardamom Pooling and Handling Centre** at Kumily. This facility strengthens our support for the cardamom auction ecosystem. The integrated cleaning and grading units ensure that farmers can bring their produce to market in its best form, creating value and raising industry benchmarks.

Our trade operations continued to push boundaries, identifying new markets and expanding existing ones. We are now recognized as a leading name in Indian cardamom, both domestically and internationally, offering superior grades tailored to varying demands in terms of quantity and packaging.

Another major milestone was the full operationalization of our **PureSpice plantations** in Kallar, Idukki. This estate delivered a strong performance, aided by a favourable cardamom season, further validating our strategic investments in this segment.

Our recent acquisition of the **Bison Valley Estate in Peermedu** has set the stage for transformative development. What was once an abandoned tea estate has rapidly evolved into a vibrant project, with new infrastructure including staff and worker housing, water storage and extraction systems, advanced irrigation, roads, and replanting activities. These upgrades position the estate for long-term success.

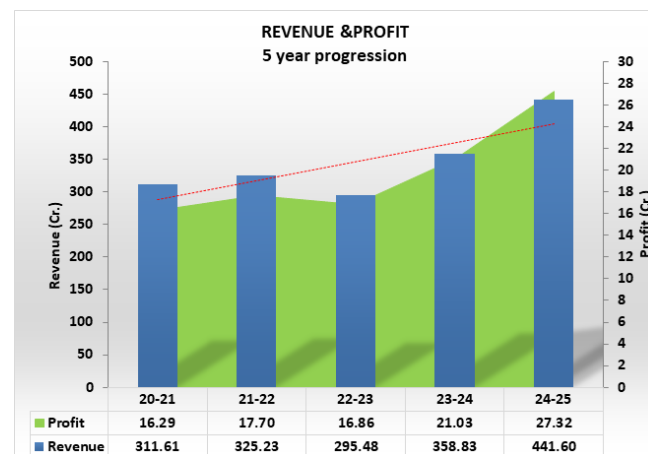
Buoyed by these achievements, we are preparing to invest further in integrated composite ventures that fully tap into the opportunities in agriculture and allied sectors. One such pioneering initiative is in the area of **experiential hospitality** — a first-of-its-kind project envisioned within our scenic Bison Valley Estate. This venture, currently in the process of obtaining regulatory approvals, aims to deliver a world-class destination, leveraging our breathtaking natural landscapes and partnering with the finest in the hospitality industry. Once clearances are secured, we anticipate the project will be operational within 24 months, marking a new chapter for our organization and the region alike.

(Rs.in Crores)

| Particulars   | 2024-2025 | 2023-2024 |
|---|-----------|-----------|
| Revenue from Operations   | 441.60    | 358.83    |
| Other Income  | 4.08      | 3.46      |
| Profit/Loss before Depreciation, Finance Costs, Exceptional items and Tax Expense | 30.03     | 23.56     |
| Less: Depreciation/ Amortization/ Impairment                                      | 2.16      | 2.03      |
| Profit /Loss before Finance Costs, Exceptional items and Tax Expense              | 27.87     | 21.53     |
| Less: Finance Costs   | 0.55      | 0.51      |
| Profit /Loss before Exceptional items and Tax Expense                             | 27.32     | 21.03     |
| Add/(Less): Exceptional items   | -         | -         |
| Profit /Loss before Tax Expense   | 27.32     | 21.03     |
| Less: Tax Expense (Current & Deferred)  | 5.50      | 4.25      |
| Profit /Loss for the year   | 21.82     | 16.78     |

There could not have a better year for all our verticals to perform well. The 51st year of the group's operations has set a record of sorts. As always, The **agri-inputs** vertical led the charge with more than impressive results. In spite of a challenging season and circumstances that prevailed, **auctions** also performed well. Consistent performance from the **trade divisions** – Cardamom and Rubber – added weight to the bottom lines and supplemented the growth engine.

Operations in PureSpice plantations are today fully structured and the vertical provided very good incomes for a fledgling operation. **All the verticals performed well and is evident from the results that are never matched before.**



Turnover stood at 441.60Cr. (Vs 358.83 Cr in the previous year). Profits grew to an impressive Rs 27.32 Cr. (as against Rs. 21.03 Cr. the previous year) which is a clear 30% growth over the previous year. We are extremely proud to announce that this has been a record year for profits and its contribution has come from a distributed performance of all verticals. Our efforts are continuous to present growth in all verticals, while ensuring that it comes from an increasingly diversified performance year on year.

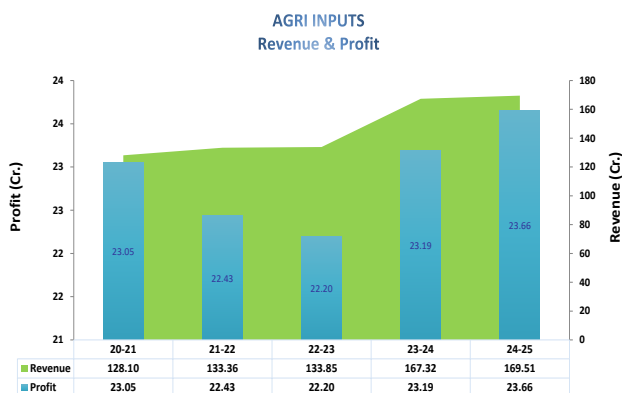
### Agro-Inputs distribution:

The Agri Inputs Division remains the flagship of the Group. The year under review was marked by unprecedented challenges, with a prolonged five-month drought severely impacting cardamom productivity and adversely affecting small and marginal farmers. Despite these conditions, the Division maintained resilient performance, supported by our strong retail presence and diversified product mix.

During the year, three new outlets were added in Idukki, taking the **total retail network to 18 locations, in addition to our operations in North Kerala based at Kalpetta**. A comprehensive rebranding of 'AgriStore' was also undertaken to enhance customer experience and reinforce our commitment to innovation.

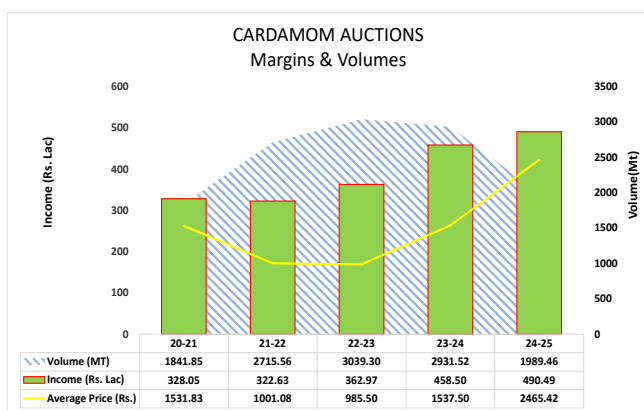
Our '**technical team**' played a pivotal role in delivering timely advisory support, training, and workshops through both traditional and digital platforms. Their efforts significantly strengthened farmer engagement and trust.

The Division is well positioned to build on its strengths and continue delivering consistent value and quality in the years ahead.



### Cardamom Auctions

Auctions remain central to sustaining the premium position of cardamom, the '**Queen of Spices**'. As an established auctioneer, we play a pivotal role in the value chain by aggregating produce from primary production centers, ensuring remunerative prices for growers, and guaranteeing timely payments to farmers.



Since inception, the Group has been at the forefront of innovation in cardamom auctions. We pioneered the introduction of the '**Due Date**' system, later adopted as an industry standard, and led the way in digitizing the entire auction process. We were also the first to introduce cloud-based, **real-time bidding across multiple locations**—an advancement that has since become indispensable.

The division, however, continues to be shaped by regulatory frameworks, where standardization allows any auctioneer irrespective of scale or performance to handle cardamom volumes, creating inherent disadvantages for established players.

In response, we remain focused on enhancing efficiency and transparency. Our newly commissioned facility at **Chelimada, Kumily**, has transformed auction operations through the introduction of **trolley-based storage and movement systems**, coupled with advanced traceability of lots. This modernization strengthens both divisional efficiency and industry practices.

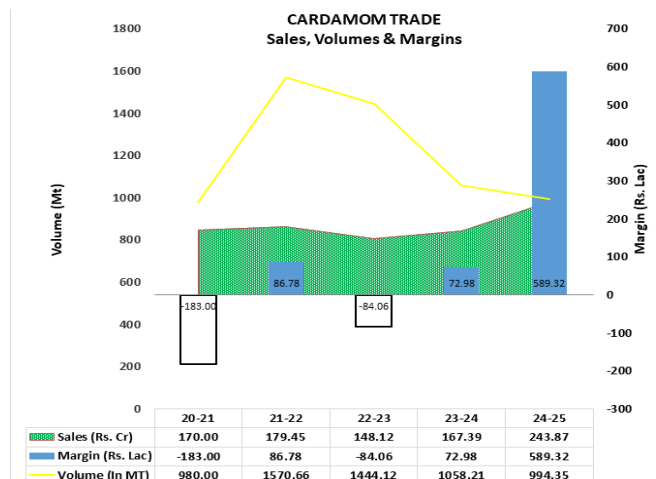
Looking ahead, we are actively evaluating the launch of a dedicated online venture through the **formation of a subsidiary company**, further reinforcing our commitment to innovation and growth in this sector.

### Trade Division

The Trade Division at Bodinayakanur, delivered an exceptional performance during the year 2024-25. A new trading model was adopted, consciously avoiding speculative positions and unnecessary risks, which resulted in one of the best years in the Division's history.

By leveraging our facilities optimally, we ensured the availability of all grades and quantities to meet diverse customer requirements. The year also marked a successful expansion of our client base, with a strong focus on the institutional segment. This not only stabilized revenues but also enhanced our long-term market positioning.

Exports played a significant role during the year, further boosting profitability. As a result of these collective efforts, the Division achieved a landmark milestone—recording profits of ₹5.89 crores on sales of nearly ₹250 crores. This stands as the highest performance since inception and marks a turning point in the Division's three-decade journey.



The Trade Division has thus emerged as one of the top-performing new segments within the Company. Looking ahead, we are confident that this strong foundation will open new opportunities in both domestic and export markets, enabling the Division to scale new boundaries and consolidate its position as a leading contributor to the Group's growth.

### PureSpice Plantations

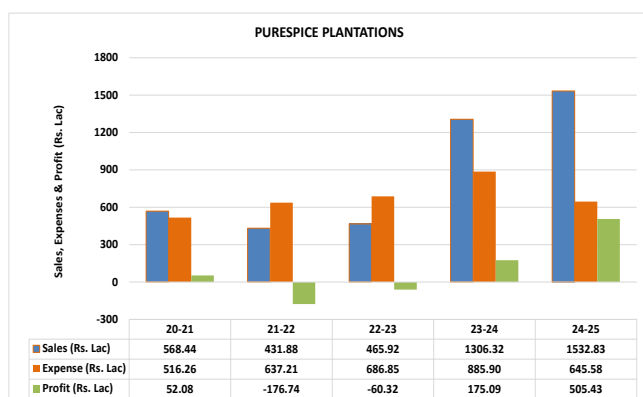
PureSpice Plantations today comprises approximately 250 acres of fully planted cardamom, supported by robust infrastructure that positions the Division strongly for the future. With unmatched scale and consistency in production, this Division continues to remain one of the most dependable contributors within the Group.

A key highlight of the Division is its role as an **experimental ground for new technologies and inputs** relevant to plantations. Various innovations—including foliar application of micronutrients, organic fertilization methods, and organic approaches to pest and disease control—are actively trialed here. Each initiative, whether successful or not, is thoroughly evaluated, and the learnings are shared with the wider industry. This commitment ensures that Pure Spice Plantations not only contributes to the Company's performance but also plays a pivotal role in advancing sustainable practices across the plantation sector.

The Division also aspires to serve as a model for the wider industry by demonstrating how Good Agricultural Practices (GAP) can be effectively implemented on a large scale. This reinforces our focus on sustainability, quality, and global best practices.

During the year, the Division delivered a **turnover of over ₹15.33 crores and profitability of approximately ₹5 crores**, firmly establishing itself as an independent and sustainable business unit. This strong financial performance, along with its pioneering role in technology adoption and industry knowledge-sharing, ensures that Pure Spice Plantations will continue to stand the Company in good stead in the years to come.

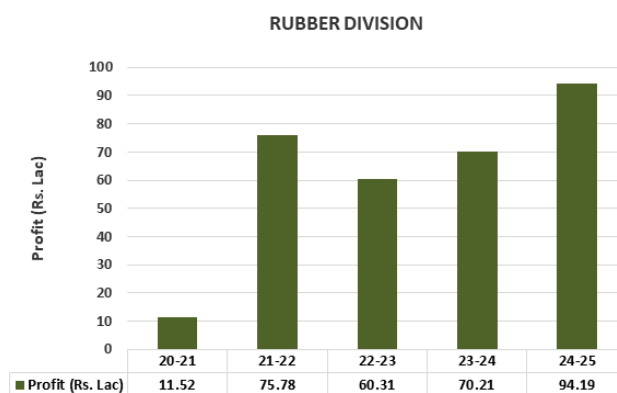
At the same time, we recognize that external factors such as climatic volatility, fluctuations in productivity, and market price movements will continue to influence turnover and performance. Nevertheless, with its strong foundation, infrastructure, and industry-leading initiatives, Pure Spice Plantations remains well positioned to deliver long-term



value while shaping the future of responsible cardamom cultivation.

### Rubber Division

The Rubber Division of KCPMC continued to deliver a steady performance during the year, contributing through business services income. The Division recorded a profitability of approximately ₹95 lakhs, reaffirming its role as a consistent, though relatively smaller, contributor within the Group.



While its scale remains modest in comparison to other divisions, the Rubber Division continues to play a quiet but relevant role in the overall business portfolio. Looking ahead, the Division is expected to maintain this steady trajectory, without significant variation in size or volumes, while continuing to add value to the Group's consolidated performance.

### Bison Valley

The acquisition of the Bison Valley Estate in Peermedu has marked the beginning of a transformative journey for the Group. Once an abandoned tea estate, the property has been revitalized through significant infrastructure investments, including staff and worker housing, water storage and extraction systems, advanced irrigation, new road networks, and extensive replanting activities. These upgrades have positioned the estate for long-term growth and sustainability.

Building on this foundation, we are preparing to expand into **integrated composite ventures** that unlock opportunities in agriculture and allied sectors. A flagship initiative under consideration is an **experiential hospitality project**, envisioned as a first-of-its-kind destination within the Bison Valley Estate. This venture, currently progressing through regulatory approvals, is designed to deliver a world-class hospitality experience by leveraging the estate's breathtaking landscapes and strategic partnerships with leading players in the industry.

Once approvals are secured, the project is expected to be operational within 24 months, opening a new chapter for both the organization and the region. To spearhead this initiative, a **Subsidiary Company** will be established, ensuring focused execution and long-term value creation.

### Agribusiness

Agribusiness today represents far more than cultivation alone—it is a critical engine for economic stability, social

welfare, and national growth. For rural households, it remains the bedrock of livelihoods, providing steady income and employment in regions where alternative opportunities are often limited. Beyond food production, it ensures national food and nutritional security, curbing inflation and safeguarding purchasing power through consistent availability of staples and essential crops.

The sector's strength lies in value creation beyond the farm gate—through processing, storage, logistics, and marketing—which not only reduces wastage but also raises farm incomes, generates rural employment, and supports exports. As rural prosperity grows, it fuels demand across housing, healthcare, education, and consumer goods, thereby multiplying its impact on the wider economy.

Equally vital is agribusiness's role in building resilience. By adopting sustainable practices, efficient resource use, and technology-led innovation, the sector strengthens its ability to withstand climate risks and supply chain shocks, while contributing to environmental sustainability.

For India, agribusiness is not just an economic sector but a national priority—anchoring rural well-being, supporting household security, and driving inclusive, long-term growth.

For India, agribusiness is not just an economic activity but a national priority—anchoring rural prosperity, ensuring household security, and driving inclusive growth. **KCPMC remains deeply committed to this journey. Through our plantations, processing, and allied businesses, we continue to invest in sustainable practices, value creation, and rural development-reinforcing our role as a trusted partner in building a resilient and prosperous agri-economy for the future.**

## CONCLUSION

India continues to be acknowledged as one of the fastest growing major economies in the world with significant headroom for growth over the medium and long-term benefiting from a slew of purposeful. A favourable demographic profile, increasing affluence, rapid urbanisation and accelerated digital adoption represent some of the key structural drivers of growth of the Indian Economy.

Evolving consumer preferences are also driving a shift towards nutritious and sustainably sourced food products. These developments accentuate the need to enhance the competitiveness of agri value chains to cater to the dynamic market requirements of the future. India, with its tremendous strengths in this sector, has a unique opportunity to play a leading role in this global transition and in forging an eco-system of sustainable, regenerative and climate smart agriculture

Digitalisation of agriculture also offers the potential to increase productivity and foster structural changes across the value chain thereby enabling efficient use of resources

We are optimistic that the 'Queen of Spices' will continue to decorate the pivotal position due to the eco system that makes the same possible.

Guided by our vision to enrich the lives of the Indian farmer, we are evolving from an agri-input supplier to a solutions-driven partner, providing sustainable, adaptable, and affordable solutions that protect both livelihoods and the environment. We want to be the responsible partner for our farmers in the days to come who in turn can provide climate-based solutions protecting the mother earth. We seek to be the best choice for our farmers for their farm inputs in terms of sustainable & affordable solutions based on technical & climatic adaptability.

The change in food habits & spending habits will increasingly focus on "Safe To Eat" produces in future. We foresee that the commodities will have a bright future in India where in more than 60% of its population will be less than 35 years of age. The Indian food industry can propel be the second revolution to happen in our country after IT story.

We continue to seek your advice & cooperation for all our future endeavors. We take immense pride in the organization and will continue to grow and prosper, in keeping with all the values and ideals that founded these great group 51 years ago.

Once again thanking all our stakeholders, regulators, well-wishers, suppliers, customers and most of all our share-holders for their unwavering support and co-operation.

## DIVIDEND

Considering the balance amount available to the credit of the Profit & Loss account after transfer of Rs. 1850 Lakh to the General Reserve and after reserving the amount that might be required for future operations, the Board of Directors of your company is pleased to recommend a dividend of Rs. 8.50 per equity share of the face value of Rs. 10 each (@ 85%), for the financial year ending March 31, 2025, payable to those Shareholders whose names appear in the Register of Members as on the Book Closure / Record Date., subject to the approval of shareholders in the ensuing Annual General Meeting.

## CHANGE IN THE STATE OF THE COMPANY'S AFFAIRS AND THE NATURE OF BUSINESS

There were no changes during the year that took place in the state of affairs or in the nature of business carried on by the company.



## **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.**

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

### **CAPITAL STRUCTURE**

The Authorised Share Capital of the Company is Rs. 500 Lakh (Rupees Five Hundred Lakh only).

The issued, subscribed and paid up capital of the company is Rs.399.98 Lakh (Rupees Three hundred ninety nine and ninety eight lakh only).

There were no changes in the capital structure of the company during the year under review.

### **CREDIT RATING**

The Company continued to maintain credit rating from CRISIL at A-. 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.

### **INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

No amount of dividend was transferred by the company to the IEPF during the year.

Chart 1. Status of unclaimed and unpaid dividend for different years:

|   |  |
|---|--|
| Unclaimed Dividend for 2017-18 and thereafter |  |
| Transfer of unpaid dividend                   | Will be transferred to IEPF on due date  |
| Claims for unpaid dividend                    | Can be claimed from the Company within the time limits provided in Chart 2 given below |

Chart 2. Information in respect of unclaimed and unpaid dividends declared for 2017-2018 and thereafter

| Financial year ended | Date of declaration of dividend | Amount lying in the unpaid dividend account | Last date for claiming unpaid dividend |
|----------------------|---------------------------------|---|--|
| March 31, 2018       | September 27, 2018              | Rs. 70350                                   | September 27, 2025                     |
| March 31, 2019       | September 27, 2019              | Rs. 103600                                  | September 27, 2026                     |
| March 31, 2020       | November 6, 2020                | Rs. 476000                                  | November 6, 2027                       |
| March 31, 2021       | September 28, 2021              | Rs. 511000                                  | September 28, 2028                     |
| March 31, 2022       | August 30, 2022                 | Rs. 773300                                  | August 30, 2029                        |
| March 31, 2023       | September 26, 2023              | Rs. 975700                                  | September 26, 2030                     |
| March 31, 2024       | July 25, 2024                   | Rs. 2130450                                 | July 25, 2031                          |

## **MANAGEMENT**

### **Directors and Key Managerial Personnel**

As on 31st March, 2025, the total strength of Board of Directors was 14 with a Chairman, Managing Director, Whole Time Director, 2 Independent Director. During the year Mr.Uthayakumar Manoharan, Mr..Johny Sebastian Karimpanal & Mr.Varkey George, appointed as directors to fill the casual vacancy caused by the resignation of Mr.Johny Mathew, Mr. Raghavan Guhan & Mr.Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan respectively.

Mr.Kumaresan Sakthivel, Mr.Sethuraman Shailendran, Mr.Rajan Scaria, Mr.Thathuraj Sivakumar, & Dr.Mathew Kallarackal Mathew were appointed as Additional Directors to hold office up to the conclusion of ensuing AGM and Mr.Methil Sreenivasan Achuthakumar was appointed as Independent Director.

Directors Mr. Johny Mathew, Mr. Raghavan Guhan, Mr. BobbyTom, Mrs.Anna Pottamkulam Kurian, Mr.Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan resigned during the year and the Company remembers with gratitude the services rendered by them.

## Independent Directors

All Independent Directors of the Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act. Mr. Bobby Tom resigned on 23.08.2024 and Mr. Methil Sreenivasan Achuthakumar was appointed as Independent Director w.e.f 10.09.2024. The Company remembers with gratitude the services rendered by Mr.Bobby Tom.

## Directors retiring by rotation

In terms of the provisions of sub-section (6) of Section 152 of the Companies Act 2013, two third (2/3rd) of the total number of Directors are liable to retire by rotation and out of which one third (1/3rd) retire by rotation at every Annual General Meeting.

At the ensuing Annual General Meeting Mr.Jerin Varughese Jacob (DIN: 09166742) Mr. Abraham Karimpanal Ittiavirah (DIN: 02974840) and Mr. Shamir Ahmed Refai (DIN: 09358767), retire by rotation and they have offered themselves for re appointment.

## Meetings of the board

The Board met 9 times during the year and on the following dates 14/05/2024, 24/05/2024, 25/06/2024, 25/07/2024, 10/09/2024, 01/10/2024, 08/10/2024, 30/10/2024 and 25/02/2025. In respect of each meeting proper notices were given, the proceedings were properly recorded and signed in minute's book maintained for the purpose.

The composition and category of the Directors along with their attendance at Board Meetings for the financial year 2024-2025 are given below:

| Sl No. | Name of the Director   | Category of Director                                    | No of Board Meetings   |          |
|--------|--|---|------------------------|----------|
|        |  |   | Held during the tenure | Attended |
| 1      | Mr. Johny Mathew   | Chairman (Up to 23.08.2024)                             | 4                      | 4        |
| 2      | Mr. Jojo George Pottemkulam                                    | Managing Director                                       | 9                      | 8        |
| 3      | Mr. Raghavan Guhan   | Whole Time Director (Up to 23.08.2024)                  | 4                      | 4        |
| 4      | Mr. Bobby Tom  | Independent Director (Up to 23.08.2024)                 | 4                      | 3        |
| 5      | Mr. Rajamanickam Sakthisubramanian                             | Independent Director                                    | 9                      | 8        |
| 6      | Mrs. Anna Pottamkulam Kurian                                   | Women Director (Up to 23.08.2024)                       | 4                      | 4        |
| 7      | Mr. Jerin Varughese Jacob                                      | Director  | 9                      | 8        |
| 8      | Mr. Abraham Karimpanal Ittiavirah                              | Director  | 9                      | 5        |
| 9      | Mr. Shamir Ahmed Refai   | Director  | 9                      | 8        |
| 10     | Mr. Thamanan Karunakaran<br>Krishnasamy Suruliyandi Sharavanan | Director (Up to 23.08.2024)                             | 4                      | 4        |
| 11     | Mr. Kumaresan Sakthivel  | Additional Director (w.e.f 10.09.2024)                  | 5                      | 3        |
| 12     | Mr. Methil Sreenivasan Achuthakumar                            | Independent Director (w.e.f 10.09.2024)                 |                        |          |
| 13     | Mr. Uthayakumar Manoharan                                      | Director appointed in casual vacancy (w.e.f 01.10.2024) | 4                      | 4        |
| 14     | Mr. Johny Sebastian Karimpanal                                 | Whole-time director (w.e.f 01.10.2024)                  | 4                      | 3        |
| 15     | Mr.Varkey George   | Director appointed in casual vacancy (w.e.f 01.10.2024) | 4                      | 2        |
| 16     | Mr.Sethuraman Shailendran                                      | Additional Director (w.e.f 01.10.2024)                  | 4                      | 3        |
| 17     | Mr.Rajan Scaria  | Additional Director (w.e.f 30.10.2024)                  | 2                      | 2        |
| 18     | Mr.Thathuraj Sivakumar   | Additional Director (w.e.f 30.10.2024)                  | 2                      | 2        |
| 19     | Dr.Mathew Kallarackal Mathew                                   | Additional Director (w.e.f 30.10.2024)                  | 2                      | 2        |

## Committees of the Board

In accordance with the provisions of the Companies Act, 2013 the Board has constituted (1) an Audit Committee, (2) a Corporate Social Responsibility Committee, (3) a Stakeholders Relationship Committee, (4) a Nomination and Remuneration Committee and (5) an Internal Complaints Committee.

The compositions of the above committees are detailed below;

### **Audit Committee**

Audit Committee consists of Jojo George Pottemkulam (Chairman), Rajamanickam Sakthisubramanian (Member), Bobby Tom (Member) (up to 23.08.2024) and Methil Sreenivasan Achuthakumar (Member) (w.e.f 10.09.2024)

The Audit Committee met 4 times during the year on the following dates 14/05/2024, 25/06/2024, 08/10/2024 & 05/02/2025.

### **Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee consists of Johny Mathew (Chairman) (up to 23.08.2024), Uthayakumar Manoharan (w.e.f 01.10.2024), Jojo George Pottemkulam (Member), Raghavan Guhan (Member) (up to 23.08.2024), Johny Sebastian Karimpanal (w.e.f 01.10.2024), Bobby Tom (Member) (up to 23.08.2024) and Methil Sreenivasan Achuthakumar (Member) (w.e.f 10.09.2024)

The Corporate Social Responsibility Committee met 4 times during the year on 10/05/2024, 24/05/2024, 25/06/2024 & 25/07/2024.

### **Stakeholders Relationship Committee**

Stakeholders Relationship Committee consists of Johny Mathew (Chairman) (up to 23.08.2024), Uthayakumar Manoharan (w.e.f 01.10.2024), Raghavan Guhan (Member) (up to 23.08.2024), Johny Sebastian Karimpanal (w.e.f 01.10.2024) and Jojo George Pottemkulam (Member).

The Stakeholders Relationship Committee met 1 time during the year on 25/07/2024.

### **Nomination and Remuneration Committee**

Nomination and Remuneration committee consists of Bobby Tom (Chairman) (up to 23.08.2024), Methil Sreenivasan Achuthakumar (Member) (w.e.f 10.09.2024), Rajamanickam Sakthisubramanian (Member) and Abraham Karimpanal Ittiavirah (Member).

The Nomination and Remuneration Committee met 1 time during the year on 25/07/2024.

### **Internal Complaints Committee**

Internal Complaints Committee consists of Anna Pottamkulam Kurian (Chair Person), Abraham Karimpanal Ittiavirah (Member) and Jojo George Pottemkulam (Member).

The Internal Complaints Committee met 1 time during the year on 25/07/2024.

### **Particulars of Employees**

During the year under review, no employee of the Company was in receipt of remuneration requiring disclosure under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Company's Policy Relating to Directors Appointment, Payment of Remuneration and Discharge of Their Duties

On consulting with the Board, Nomination & Remuneration Committee framed a policy for selection and appointment of Directors including determining qualifications for independence of a Director, Key Managerial Personnel, Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013. The policy is attached herewith as Annexure I.

### **Performance Evaluation**

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual directors (including independent directors) which include criteria for performance evaluation of Non-Executive directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, compliance with code of conduct, vision and strategy.

The board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairperson.

### **Directors Responsibility Statement**

The Directors confirm that

- 1) In the preparation of annual accounts for the financial year 2024-2025, 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 31st March, 2025 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 laid down internal financial controls to be followed by the Company. The financial controls are adequate and are operating effectively with reference to the financial statements.
- 6) 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.

### **Internal Systems and Their Accuracy**

The Company has an adequate internal control system in place to safeguard assets and protect against losses from any unauthorised use or disposition. The system authorises, records and reports transactions and ensures that recorded data are reliable to prepare financial information and to maintain accountability of assets. The Company's internal controls are supplemented by an extensive programme of internal review by the management and documented policies, guidelines and procedures.

### **DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE**

The Company has no subsidiary, joint ventures or associate companies during the year under review.

### **DEPOSITS**

The Company has not accepted any deposits.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

### **DETAILS OF CONTRACTS OF ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188**

The transactions with regard to availing of services of Key Managerial Persons and payment of their remuneration are on the basis of their terms of appointment which are already approved by the shareholders of the Company. The remuneration split up is detailed in notes to accounts.

### **CORPORATE SOCIAL RESPONSIBILITY**

The Company recognizes the responsibility assigned to it under Section 135 of the Companies Act 2013 to set apart 2% of its profit for conducting specified activities as a responsible Corporate Citizen, in the locality it operates.

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 under the supervision of the CSR Committee of the Board. The average net profit of the Company for the preceding three financial years is Rs. 1852.80 lakhs. During the year the Company has set apart Rs. 37.25 lakhs, which is 2% of the average net profit of the last three financial years. The Company's CSR Activities are carried out through the trust KCPMC CSR FOUNDATION specifically formed for this purpose. The Company is identifying and implementing the right projects for the betterment of the society in the local area and areas around it where it operates as a part of its Corporate Social Responsibility. The CSR Committee and Details of the policy are given in Annexure II.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

#### **a) Conservation of Energy, Technology Absorption**

It has not much relevance to the Company as the Company is carrying on purely trading operations, grading and sorting of Cardamom and Auctioneer Service. However the Company is making all efforts to conserve energy in all possible ways and absorb technology. The Company is generating and using solar energy through Solar Power Plant.

#### **b) Foreign Exchange Earnings and Outgo**

Export Activities: During the year, the Company has exported 204.50 tonnes 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. The Company arranged the sales of Rubber overseas and earned commission in foreign currency. Total Foreign Exchange earned is Rs.5555.01 Lakhs

#### **WEB LINK OF ANNUAL RETURN, IF ANY.**

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2025, is available on the Company's website and can be accessed at the web link <http://kcpmc.com/KCPMC%20Annual%20Report%202025.pdf>.

#### **RISK MANAGEMENT**

Risk management policy aims to identify the diverse risks faced by the Company and come up with appropriate mitigation strategies, managing risks in credit, interest rates and liquidity, form critical components of our risk management system.

- **Operational Risk:**

Risk of direct or indirect loss due to the failure of systems, people or processes or due to external events. It includes employee negligence, fraud, petty theft, burglary and embezzlement are in the nature of operational risks.

Company has instituted a series of checks and balances, including an operating manual, and both internal and external audit reviews to mitigate such risks.

- **Interest Rate Risk:**

Any increase in interest rate can affect the finance cost of the Company. To reduce such risks, dependence on debt is reduced to very minimum.

- **Competition Risk:**

Company is always exposed to competition risk. The increase in competition can create pressure on margins, market share etc. By introducing new product range commensurate with demands, your Company plans to mitigate the risks so involved. Continuous efforts have been taken to enhance the brand image of the Company.

Furthermore, the following activities are also carried out to identify, monitor and mitigate the impact of risks.

- Conducting risk surveys across the function to get inputs on key risks.
- Periodic assessment of risks, their impact on the key business objectives relating to the growth, profitability, reputation etc.
- Monitoring key developments in regulatory environments.
- Studying direct and indirect economic impacts in the areas of our operations.

#### **VIGIL MECHANISM**

In compliance with the requirements of section 177(9) of the Companies Act, 2013 the audit committee shall oversee the vigil mechanism through the committee.

It provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or policy and also provide for adequate safeguards against victimisation of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases. The Company has also provided adequate safeguards against victimisation of employees and directors who express their concerns.

#### **MATERIAL ORDERS OF JUDICIAL BODIES/ REGULATORS**

There are no material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

#### **AUDIT AND AUDITORS**

##### **a) Statutory Auditor**

The term of appointment of our Present Statutory Auditor Mr. K. T. Thomas, Chartered Accountant, Ponkunnam P.O. 686506, Kottayam Dist. (Membership No. 022112) is expiring at this Annual General Meeting of the company. He has expressed his unwillingness to be reappointed for a further term due to personal grounds.

In order to fill up such vacancy, the Board has decided to recommend to the AGM the appointment of, M/s Varma and Varma, Chartered Accountants, Ernakulam [Firm Registration No: 0045325], who have given their consent, as the

Statutory Auditor of the Company for a term of Five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year ending 2029-2030. The Board places this proposed appointment of auditor before the AGM for its approval.

**b) Tax Auditor**

The Board has appointed M/s. Rangamani & Co., as the Tax Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General meeting to be held in the year 2026.

**c) Secretarial Auditor**

The board has appointed Mr.V.J Joseph a Company Secretary in practice to conduct Secretarial Audit for the Financial Year 2024-2025. The Secretarial Audit report for the financial year ended 31st March 2025 is annexed herewith as Annexure III to this report. The reply to the qualifications made by the Secretarial Auditor is as follow:

- i) No amount from the unpaid dividend account is due to be transferred to the IEPF as on 31.03.2025. And the company has taken steps to intimate shareholders for claiming unpaid dividend due to them.

**COMPLIANCE WITH SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards, i.e. SS-1, SS-2, SS-3 and SS-4 relating to Meeting of Board of Directors, General Meeting, dividend and report of the Board of Directors respectively have been duly followed by the company.

**MAINTENANCE OF COST RECORD**

Our company is purely a trading company and also rendering service as Auctioneer of Cardamom as per the Licence issued by the Spices Board. As per Sec. 148 of the Companies Act, 2013 read with Rule 3 of the Companies (Cost records and Audit Rules, Cost Audit is applicable only for the production of certain goods and provision of certain services mentioned in Table under Regulated/ Non-Regulated Sectors). Although Fertilizers come under Regulated Sector (Item 5) and Rubber and allied products come under Non-Regulated Sector (Item 11), we are not engaged in production of these goods. Moreover trading in Cardamom is not covered in Regulated / Non-Regulated Sectors. As the company is involved in trading of these goods only, in the opinion of Board, maintenance of cost records and Cost Audit are not applicable to the company.

**DISCLOSURES PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the sexual harassment of women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed of during the year:

- (a) Number of complaints pending at the beginning of the year- Nil
- (b) Number of complaints received during the year- Nil
- (c) Number of complaints disposed of during the year- Nil
- (d) Number of cases pending at the end of the year- Nil

**DEMATERIALISATION OF SHARES**

The company has been allotted ISIN (International Securities Identification Number) on August 9, 2019 by the Central Depository Services (India) Limited. The ISIN allotted for our company is INE0A1601018 which has been made live in the both NSDL & CDSL system. The investors can now avail the depository services with the Depository Participant registered with both NSDL & CDSL. The company has sent intimations to the shareholders to open a Demat account and hence the company is under process to dematerialise its securities. As on 31/03/2025;

| Description     | No of shareholders | Shares  | % of Equity |
|-----------------|--------------------|---------|-------------|
| <b>CDSL</b>     | 25                 | 98159   | 2.45%       |
| <b>NSDL</b>     | 74                 | 415060  | 10.38%      |
| <b>Physical</b> | 1046               | 3486581 | 87.17%      |
| <b>Total</b>    | 1145               | 3999800 | 100%        |

## INVESTOR GRIEVANCE AND SHARE TRANSFER SYSTEM

We have a Board-level stakeholders relationship committee to examine and redress complaints by shareholders and investors. The status of complaints and share transfers is reported to the entire Board. The stakeholder's relationship committee meets as often as required to resolve shareholder grievances. For matters regarding shares transfer, share certificates, dividends, and change of address, shareholders should communicate with MUFG Intime India Private Limited, our registrar and share transfer agent. Their address is as follows M/s MUFG Intime India Private Limited, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road Coimbatore-641028, Ph: 0422 2314792, Website: [http:// in.mpms.mufg.com](http://in.mpms.mufg.com) Email: [coimbatore@in.mpms.mufg.com](mailto:coimbatore@in.mpms.mufg.com)

## PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no penalties / punishment / compounding of offences for the year ending March 31, 2025.

## ACKNOWLEDGEMENT

Let me express on behalf of the Board, our deepest appreciation to our stakeholders, farmers, customers, the society and various other partners. We would also like to thank our partners – suppliers, bankers, advisors, regulators - and most of all, our staff team, who work relentlessly to make our company proud.

And finally and most importantly to our shareholders, who continue to support and guide us on for all our future endeavors.

On behalf of the Board of Directors  
Sd/-

**Uthayakumar Manoharan**

(DIN: 03091585)

Chairman

T.K.S. House, 146/24,

Kanchaammankoil Street,

Cumbum, Tamilnadu - 625 516

Thekkady  
27-08-2025

## ANNEXURE I

### Remuneration policy for Directors, Key Managerial Personnel and other employees

This policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

#### Remuneration to Executive Directors and Key Managerial Personnel

1. The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
2. The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
3. The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:
  - (i) Basic Pay
  - (ii) Perquisites and Allowances
  - (iii) Annual Performance bonus

#### Remuneration to Non-Executive Directors

1. The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.
2. Non- Executive directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

### Remuneration to other employees

1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill set, seniority, experience and prevailing remuneration levels for equivalent jobs.

On behalf of the Board of Directors  
Sd/-

**Uthayakumar Manoharan**

(DIN: 03091585)

Chairman

T.K.S. House, 146/24,

Kanchaiammankoil Street,

Cumbum, Tamilnadu - 625 516

Thekkady  
27-08-2025

## ANNEXURE II

### Corporate Social Responsibility Policy

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

CSR policy approved by the Board of Directors has been uploaded on the Company's website.

Web link <http://www.kcpmc.com>

### 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 falls 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

During the year 2016, the Company formed a trust by the name KCPMC CSR FOUNDATION to implement the projects and contributes the entire amount set apart for CSR projects every year to the said FOUNDATION.

### 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:

'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.

'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 cases 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.

### KCPMC CSR FOUNDATION

As a part of our CSR initiative, during the year 2016 the Company formed a trust by the name KCPMC CSR FOUNDATION to implement the projects and contributed the entire amount set apart for CSR project during current year aggregating to Rs. 37.25 lakhs to the corpus of the Trust. During the year the Trust has spent Rs.24.36 Lakh for promoting Education, Rs.16.02 Lakh for providing Health Care and Rs.11.47 Lakh for Rural Development.

### 2. Composition of the CSR Committee

| Name of the Member                                     | Designation |
|--|-------------|
| Mr. Johny Mathew (Up to 23.08.2024)                    | Chairman    |
| Mr. Uthayakumar Manoharan (w.e.f 01.10.2024)           | Chairman    |
| Mr. Jojo George Pottenkulam                            | Member      |
| Mr. Raghavan Guhan (Up to 23.08.2024)                  | Member      |
| Mr. Johny Sebastian Karimpanal (w.e.f 01.10.2024)      | Member      |
| Mr. Bobby Tom (Up to 23.08.2024)                       | Member      |
| Mr. Methil Sreenivasan Achuthakumar (w.e.f 10.09.2024) | Member      |

3. Average net profit of the Company for last three financial years: Rs. 1852.80 lakh.
4. Prescribed CSR expenditure (2 % of the amount as in item 3 above): Rs. 37.06 lakh.
5. Details of CSR spent for the financial year
  - (a) Total amount spent for financial year: Rs.37.25 lakh
  - (b) Amount unspent if any: Nil
  - (c) Manner in which the amount spent during the financial year is detailed below:

| SL. No | CSR Project or Activity identified  | Sector in which the project is covered | Project or Programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken | Amount outlay (budget) project or Programs wise | Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or program (2) Overheads | Cumulative expenditure up to the reporting period | Amount Spent: Direct or through implementing agency |
|--------|---|--|--|---|---|---|---|
| 1      | Contribution to the corpus of the Trust- KCPMC CSR FOUNDATION – created exclusively for undertaking the CSR activities of the Company | -                                      | -  | Rs.37.25 Lakh                                   | Rs.37.25 Lakh   | Rs. 323.05 Lakh                                   | Contributed to the Implementing agency              |

6. The Company has spent /utilized the prescribed percentage of the average net profits of the Company for CSR activities by contributing to the corpus of the Trust as detailed above.
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 and the applicable amount was contributed to the corpus of the CSR trust created exclusively for undertaking the CSR activities of the Company.

For The Kerala Cardamom Processing and Marketing Company Limited.

Sd/-  
Uthayakumar Manoharan  
Chairman (CSR committee)  
DIN: 03091585  
T.K.S. House, 146/24,  
Kanchaiammankoil Street,  
Cumbum, Tamilnadu - 625 516

Sd/-  
Jojo George Pottemkulam  
Managing Director  
DIN: 00050344  
Pottemkulam House  
Kootickal P.O.  
Kottayam- 686514

Thekkady  
27-08-2025



**SECRETARIAL AUDIT REPORT  
OF  
THE KERALA CARDAMOM PROCESSING AND MARKETING COMPANY LIMITED  
FOR THE FINANCIAL YEAR ENDED 2024-2025**

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

To,

The Members

The Kerala Cardamom Processing and Marketing Company Limited  
K.P1/741 B, Spice House, Thekkady P.O., PIN-685536

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 Limited (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 verification of The Kerala Cardamom Processing and Marketing Company Limited'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 audit period covering the financial year ended on 31-03-2025 complied with the statutory provisions listed hereunder to the extent applicable to the Company and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31-03-2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; to the extent the same was applicable to the Company;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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);

(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:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India notified with effect from July 1, 2015; and

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

- i) There are amounts pending in the unpaid dividend account which are yet claimed by the shareholders till the end of Financial Year 2024-25

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company.

- Spices Board Act 1986 and Spices Board Rules 1987
- Spices Board (Regulation of Exporters) Regulations, 1989
- Spices Board (Quality Marketing) Regulation, 1992
- Spices Board (Registration of Exporters) Amendment Regulations 2011
- The Cardamom Licensing and Marketing Rules, 1987
- The Cardamom Licensing and Marketing Amendment Rules, 2014
- Insecticides Act, 1968
- Insecticides Rules, 1971
- The Rubber Act, 1947
- The Rubber Rules, 1955
- Applicable Labour Laws

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 is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

Pala  
27/08/2025

Sd/-  
V. J. JOSEPH FCS  
COMPANY SECRETARY IN PRACTICE  
Peer Review Certificate No.4524/2023  
Certificate of Practice No: 3605  
Membership No: 7686

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
The Kerala Cardamom Processing and Marketing Company Limited.  
Thekkady

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### Opinion

I have audited the financial statements of The Kerala Cardamom Processing and Marketing Company Limited, which comprise the Balance Sheet as at 31st March 2025, and the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Companies Act, 2013 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 affairs of the Company as at March 31, 2025, and its profits, and its cash flows for the year ended on that date.

#### Basis for Opinion

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Director's report, but does not include the financial statements and my auditor's report thereon.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 are 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and meeting the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of matters taken on the basis of these financial statements.

As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, I am also responsible for expressing my opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that are of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of section 143 of The Companies Act 2013, I give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, I report that:
  - a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
  - b. In my opinion proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books and proper returns adequate for the purposes of my audit have been received from the branches not visited by me.
  - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
  - d. In my opinion the aforesaid financial statements comply with 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 March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer to my separate report in Annexure B.
  - g. In my opinion and according to the information and explanations given to me, the remuneration paid by the company to its Directors during in the current year is in accordance with the provisions of section 197 read with Schedule V of the Companies Act 2013.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
    - i) the Company does not have any pending litigations which would impact its financial position
    - ii) the Company does not have any long-term contracts requiring a provision for material foreseeable losses.
    - iii) The Company does not have any amounts required to be transferred to the Investor Education and Protection Fund.
    - iv) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts If any, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - v) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts if any, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - vi) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-clause (iv) and (v) contain any material mis-statement.
    - vii) To the best of my information the dividend proposed to be declared for the year by the company subject to approval at the AGM is in compliance with section 123 of the Companies Act, 2013.

- viii) Based on my examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of my audit i did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

Sd/-

K. T. Thomas

Chartered Accountant

(Membership No.22112)

UDIN:25022112BMRXPB6110

Place: Ponkunnam

Date: 27/08/2025

**Annexure – A referred to in Item 1 of Paragraph 6 of my Report of even date to the members of The Kerala Cardamom Processing and Marketing Company Ltd on the Financial Statements of the company for the year ended 31st March, 2025.**

- 1) (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
- (b) The company is not having any Intangible Assets as per the information and explanations given to me. Hence this clause is not applicable to the company to the best of my knowledge.
- (ii) The Property, Plant & Equipment have been physically verified by the management at reasonable intervals as per the information and explanations given to me.
- (iii) The title deeds of immovable properties shown in the financial statements are held in the name of the company.
- (iv) The company has not revalued its Property, Plant & Equipment or Intangible assets or both during the year, as per the information and explanations given to me. Hence this clause is not applicable to the company to the best of my knowledge.
- (v) As per the information and explanations given to me no proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder and hence this clause is not applicable to the company to the best of my knowledge.
- 2) (i) Physical verification of inventory has been conducted at reasonable intervals by management. In my opinion, the coverage and procedure by the management is appropriate. The aggregate of discrepancies of 10% or more in each class of inventory noticed have been properly dealt with in the books of account.
- (ii) The quarterly returns/statements filed by the company with banks/financial institutions are in agreement with the books of the company based on a review and discussion and the information and explanations given to me.
- 3) (i) The company has provided guarantee to ICICI Bank Ltd for funded and non funded credit limits availed by The Cardamom Planters' Marketing Co-Operative Society Ltd a Multi-State Cooperative Society.
  - (a) The aggregate credit limit is Rs.15 crores.
  - (b) From a review of the accounts and the information and explanations given to me the terms and conditions are not prejudicial to the interest of the company.
  - (c) The limits are Working capital limits. Hence no fixed repayment schedule is applicable.
  - (d) No overdue amount has arisen in respect of the above.
  - (e) This sub clause is not applicable to the company as no amount has fallen due during the year.

(f) As per the information and explanations given to me the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment; Hence to the best of my knowledge this sub clause is not applicable to the company.

4. The company has given guarantees within the meaning of sections 185 & 186 of The Companies Act, 2013 to ICICI Bank Ltd for funded and non funded credit limits availed by The Cardamom Planters' Marketing Co-Operative Society Ltd a Multi-State Cooperative Society.

In my opinion and according to the information and explanations given to me the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of the above transaction.

5. According to the information and explanations given to me the company has not accepted any deposits from the public in terms of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013. Hence in my opinion provisions of clause (5) of Para 3 this Order is not applicable to the company.
6. In my opinion and according to the information and explanations given to me The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the products manufactured by the company.
7. (i) According to the records of the company the company is generally regular in depositing undisputed statutory dues including goods and service tax, provident fund, income- tax, duty of customs, cess and other material statutory dues applicable to the Company with appropriate authorities.
- (ii) According to records of the company and the information and explanations given to me, there are no statutory dues referred to in sub clause (i) which have not been deposited on account of any dispute except the dues mentioned below.

| Name of the Statutes | Nature of the dues | Amount Rs.  | Period to which the Amount relates | Forum where dispute is pending       |
|----------------------|--------------------|-------------|------------------------------------|--------------------------------------|
| GST ACT 2017         | GST                | 402256.00   | 2017-18                            | State Appellate Authority, Tamilnadu |
| GST ACT 2017         | GST                | 14338599.00 | 2020-21,<br>2021-22 & 2022-23      | Central Appellate Authority          |

8. Based on the information and explanations given to me to the best of my knowledge there are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
9. (i) On the basis of the verification of records and according to the information and explanations given to me the company has not defaulted in any repayment of dues to any financial institution or bank. The company has not raised any moneys against issue of debentures.
- (ii) The company has not been declared as a willful defaulter by any bank or financial institution or other lender.
- (iii) The company has availed the term loan sanctioned during the year.
- (iv) The funds raised on a short term basis have not been utilized for long term purposes.
- (v) The Company has no subsidiaries, associates or joint ventures. Hence in my opinion this sub clause is not applicable to the company.
- (vi) The Company has no subsidiaries, joint ventures or associate companies. Hence in my opinion this sub clause is not applicable to the company.
10. (i) The company has not made any initial public offer during the year.
- (ii) The company has not made any preferential allotment or private placement of shares/debentures during the year.



- 11) (i) Based upon the audit procedures performed and information and explanations given to me by the management, i report that no fraud by the company or on the company by its officers/employees have been noticed or reported during the course of my audit.
- (ii) In view of the affirmation in sub clause (i) above, in my opinion filing of report under sub-Section (12) of Section 143 of the Companies Act by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government was not applicable to the company.
- (iii) According to the information and explanations given to me to the best of my knowledge Whistle-blower policy is not mandatory to the company and it is explained to me that no whistle-blower complaints have been received during the year by the company.
12. The Company is not a Nidhi Company. Therefore, Clause (12) of the order is not applicable to the Company.
13. In my opinion and according to the information and explanation given to me, the transactions with the related parties are in compliance with section 188 and 189 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. (i) Based on the information and explanations given to me in my opinion the company has an internal audit system commensurate with the size and nature of its business.
- (ii) The reports of the Internal Auditors for the period under audit has been considered.
15. According to the information and explanation given to me the company has not entered into any non-cash transactions with directors or persons connected with directors, during the year.
16. (i) In my opinion based on the information and explanations given to me the company is not required to be registered under section 45-IA of The Reserve Bank of India Act, 1934.
- (ii) Based on the information and explanations given to me the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.
- (iii) Based on the information and explanations given to me the Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.
- (iv) Based on the information and explanations given to me this sub clause is not applicable to the company.
17. The company has not incurred cash losses in the immediately preceding Financial Year.
18. There has not been any resignation of the statutory auditors during the year.
19. On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans I am of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. (i) In my opinion this sub-clause is not applicable to the company as the company is making the entire contributions of CSR appropriated funds to a Trust exclusively formed for its CSR activities.
- (ii) In my opinion this sub-clause is not applicable to the company as the company is making the entire contributions of CSR appropriated funds to a Trust exclusively formed for its CSR activities.
21. In my opinion this clause is not applicable to the company as the company has no subsidiary or associate concerns warranting preparation of consolidated financial statements.

Place: Ponkunnam  
Date: 27/08/2025

Sd/-  
K. T. Thomas  
Chartered Accountant  
(Membership No.22112)  
UDIN:25022112BMRXPB6110



## **Annexure-B referred to in Item 2 (f) of Paragraph 6 of my report of even date on the accounts of The Kerala Cardamom Processing and Marketing Company Limited for the year ended 31st March, 2025.**

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

I have audited the internal financial controls over financial reporting of The Kerala Cardamom Processing and Marketing Company Limited, Thekkady ('the Company') as of 31st March, 2025 in conjunction with my audit of the financial statement of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls system over financial reporting were operating effectively as at 31st March, 2025 based on the internal financial controls system over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Ponkunnam  
Date: 27/08/2025

Sd/-  
K. T. Thomas  
Chartered Accountant  
(Membership No.22112)  
UDIN:25022112BMRXPB6110

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2025

| PARTICULARS   | NOTE No | As at<br>31.03.2025<br>Rs. in Lakh | As at<br>31.03.2024<br>Rs. in Lakh |
|---|---------|------------------------------------|------------------------------------|
| <b>I EQUITY AND LIABILITIES</b>   |         |                                    |                                    |
| <b>(1) SHAREHOLDERS' FUNDS</b>  |         |                                    |                                    |
| a) Share Capital  | 3       | 399.98                             | 399.98                             |
| b) Reserves and Surplus   | 4       | 14653.45                           | 12811.62                           |
| c) Money received against share warrants  |         | -                                  | -                                  |
| <b>(2) Share application money pending allotment</b>  |         | -                                  | -                                  |
| <b>(3) NON - CURRENT LIABILITIES</b>  |         |                                    |                                    |
| a) Long - Term borrowings   | 5       | 238.44                             | 33.33                              |
| b) Deferred Tax Liabilities (Net)   | 6       | 30.35                              | 11.18                              |
| c) Other Long Term Liabilities  | 7       | -                                  | -                                  |
| d) Long Term Provisions   | 8       | 4.49                               | 7.50                               |
| <b>(4) CURRENT LIABILITIES</b>  |         |                                    |                                    |
| a) Short - Term borrowings  | 9       | 807.28                             | 699.27                             |
| b) Trade Payables   |         |                                    |                                    |
| (A) Total outstanding dues of micro enterprises and small enterprises; and                  |         | -                                  | -                                  |
| (B) Total outstanding dues of creditors other than micro enterprises and small enterprises. | 10      | 4275.30                            | 3448.27                            |
| c) Other Current Liabilities  | 11      | 139.80                             | 258.28                             |
| d) Short Term Provisions  | 12      | 928.51                             | 733.85                             |
| <b>TOTAL</b>  |         | <b>21477.60</b>                    | <b>18403.28</b>                    |
| <b>II ASSETS</b>  |         |                                    |                                    |
| <b>(1) NON-CURRENT ASSETS</b>   |         |                                    |                                    |
| a) Property, Plant & Equipment and Intangible assets  |         |                                    |                                    |
| i) Property, Plant & Equipment  | 13      | 10189.13                           | 9109.63                            |
| ii) Intangible assets   | 13      | -                                  | -                                  |
| iii) Capital work-in-progress   | 13      | 21.79                              | 367.16                             |
| iv) Intangible assets under development   |         | -                                  | -                                  |
| b) Non-Current Investment   | 14      | -                                  | -                                  |
| c) Deferred tax assets (net)  | 15      | -                                  | -                                  |
| d) Long-Term Loans and Advances   | 16      | -                                  | -                                  |
| e) Other Non-Current Assets   | 17      | 11.40                              | 1.08                               |
| <b>(2) CURRENT ASSETS</b>   |         |                                    |                                    |
| a) Current investments  | 18      | 400.00                             | -                                  |
| b) Inventories  | 19      | 4132.77                            | 2723.52                            |
| c) Trade Receivables  | 20      | 3795.76                            | 4407.20                            |
| d) Cash and Cash Equivalents  | 21      | 1721.54                            | 689.83                             |
| e) Short-Term Loans and Advances  | 22      | 1205.21                            | 1104.85                            |
| f) Other Current Assets   | 23      | -                                  | -                                  |
| <b>TOTAL</b>  |         | <b>21477.60</b>                    | <b>18403.28</b>                    |

Accompanying notes 1 to 49 form part of the financial statements

As per my separate audit report of even date attached

Sd/-  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)  
Chairman

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

Sd/-  
KT THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN:25022112BMRXP6110

27.08.2025

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025

| PARTICULARS   | NOTE No | 2024-2025<br>Rs. in Lakh | 2023-2024<br>Rs. in Lakh |
|---|---------|--------------------------|--------------------------|
| I Revenue from operations                                   | 24      | <b>44160.07</b>          | 35882.62                 |
| II Other income   | 25      | <b>407.79</b>            | 346.00                   |
| III Total Income  |         | <b>44567.86</b>          | 36228.62                 |
| IV Expenses   |         |                          |                          |
| Purchases of Stock-in-Trade                                 | 26      | <b>39070.01</b>          | 29148.64                 |
| Changes in Inventories of Stock-in-Trade                    | 27      | <b>(1409.25)</b>         | 1546.70                  |
| Employee Benefits Expense                                   | 28      | <b>689.09</b>            | 540.71                   |
| Finance Costs   | 29      | <b>55.02</b>             | 50.69                    |
| Depreciation and Amortization Expense                       | 13      | <b>216.45</b>            | 202.69                   |
| Other Expenses  | 30      | <b>3214.46</b>           | 2636.48                  |
| Total Expenses  |         | <b>41835.78</b>          | 34125.90                 |
| V Profit before exceptional and extraordinary items and tax |         | <b>2732.08</b>           | 2102.72                  |
| VI Exceptional Items:                                       |         | -                        | -                        |
| VII Profit before extraordinary items and tax               |         | <b>2732.08</b>           | 2102.72                  |
| VIII Extraordinary Items                                    |         | -                        | -                        |
| IX Profit Before Tax  |         | <b>2732.08</b>           | 2102.72                  |
| X Tax expense   |         |                          |                          |
| 1) Current tax  |         | <b>537.00</b>            | 412.00                   |
| 2) Prior year's tax   |         | <b>(5.90)</b>            | (1.23)                   |
| 3) Deferred tax Expense/(Income)                            |         | <b>19.17</b>             | 13.87                    |
| XI Profit/(Loss) for the period from continuing operations  |         | <b>2181.81</b>           | 1678.08                  |
| XII Profit/(loss) from discontinuing operations             |         | -                        | -                        |
| XIII Tax expense of discontinuing operations                |         | -                        | -                        |
| XIV Profit/(loss) from Discontinuing operations (after tax) |         | -                        | -                        |
| XV Profit (Loss) for the period                             |         | <b>2181.81</b>           | 1678.08                  |
| XVI Earnings per equity share                               |         |                          |                          |
| 1) Basic  |         | <b>55</b>                | 42                       |
| 2) Diluted  |         | <b>55</b>                | 42                       |

Accompanying notes 1 to 49 form part of the financial statements

27.08.2025  
Sd/-  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)  
Chairman

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

Sd/-  
KT THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN:25022112BMRXPB6110

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

| PARTICULARS  | As at<br>31.03.2025<br>Rs. in Lakh | As at<br>31.03.2024<br>Rs. in Lakh |
|--|------------------------------------|------------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>              |                                    |                                    |
| Net Profit Before Tax                                      | 2732.08                            | 2102.72                            |
| Adjustments:   |                                    |                                    |
| Depreciation/Amortization                                  | 216.45                             | 202.69                             |
| Finance Cost   | 55.02                              | 50.69                              |
| (Profit)/Loss on sale of assets (net)                      | (1.90)                             | -                                  |
| Net (gain)/loss of foreign currency translation            | (44.98)                            | (33.34)                            |
| Profit on Sale of Mutual Fund Units                        | (66.28)                            | (62.46)                            |
| Operating Profit before working capital changes     A      | 2890.39                            | 2260.30                            |
| Movements in working capital:                              |                                    |                                    |
| Increase/(decrease) in trade payable                       | 827.03                             | 607.77                             |
| Increase/(decrease) in Short term borrowings               | 108.01                             | 699.27                             |
| Increase/(decrease) in Long term borrowings                | 205.11                             | -                                  |
| Increase/(decrease) in Long term provisions                | (3.01)                             | (23.24)                            |
| Increase/(decrease) in Short term provisions               | 9.66                               | 3.41                               |
| Increase/(decrease) in other current liabilities           | (122.45)                           | 83.98                              |
| Decrease/(increase) in trade receivables                   | 611.44                             | (1007.34)                          |
| Decrease/(increase) in inventories                         | (1409.25)                          | 1546.70                            |
| Decrease/(increase) in long term loans and advances        | (10.32)                            | 1.44                               |
| Decrease/(increase) in short term loans and advances       | (100.35)                           | (165.42)                           |
| Net Decrease/(increase) in working capital     B           | 115.88                             | 1746.57                            |
| Cash generated from/(used in) operations     A+B           | 3006.27                            | 4006.87                            |
| Direct Taxes paid ( net of refunds)                        | (406.10)                           | (428.77)                           |
| Net cash flow from/(used in) operating activities          | 2600.17                            | 3578.09                            |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>              |                                    |                                    |
| Purchase of fixed assets                                   | (951.69)                           | (3082.30)                          |
| Proceeds from sale of fixed assets / Subsidies             | 3.00                               | 10.24                              |
| Purchase of short term liquid funds                        | (26220.00)                         | (17010.83)                         |
| Redemption of short term liquid funds                      | 25886.28                           | 17073.28                           |
| Net cash flow from/(used in ) investing activities         | (1282.41)                          | (3009.60)                          |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>              |                                    |                                    |
| Finance cost paid  | (55.02)                            | (50.69)                            |
| Dividend paid  | (276.01)                           | (217.73)                           |
| Net cash flow from/(used in ) financing activities         | (331.03)                           | (268.42)                           |
| Net increase/(decrease) in cash and cash equivalents       | 986.72                             | 300.08                             |
| Cash and cash equivalents as at the beginning of the Year  | 689.83                             | 356.42                             |
| Net gain/(loss) of foreign currency translation            | 44.98                              | 33.34                              |
| <b>Cash and cash equivalents as at the end of the Year</b> | 1721.54                            | 689.83                             |

27.08.2025  
Sd/-  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)  
Chairman

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

Sd/-  
KT THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN:25022112BMRXPB6110

Notes forming part of the financial  
statements for the year ended 31.03.2025

**As at 31.03.2025**  
**Rs. in Lakh**

As at 31.03.2024  
Rs. in Lakh

## NOTES ON FINANCIAL STATEMENTS

### 1) COMPANY INFORMATION

THE KERALA CARDAMOM PROCESSING AND MARKETING COMPANY LIMITED was incorporated on 22/03/1990. The company is primarily engaged in the business of Fertiliser & Plant Protection Chemicals Trading, Cardamom Trading, Cardamom Auction and Cardamom Plantation.

### 2) BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The significant Accounting Policies followed by the company are as stated below:

#### 2.1 Basis of Preparation

The Accounts have been prepared to comply in all materials aspects with applicable accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accounts of India and the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act (to the extent notified). Accounting policies not specifically referred to otherwise are consistent and in consonant with generally accepted accounting principles followed by the company. The Financial Statements are prepared on historical cost convention except in the case of Fixed Assets being Free Hold Land acquired prior to 31.03.1996 which was revalued during the year 1996-1997. These Statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India and in compliance with the provisions of the Companies Act 2013 and the Accounting Standards as specified in the Companies (Accounting Standard) Rules, 2006.

#### 2.2 Use of Estimates

The preparation of the financial statements requires use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of income and expenses during the reporting period and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management evaluation of the relevant facts and circumstances as of the date of the financial statements. Management believes that these estimates and assumptions used are prudent and reasonable. Future results may vary from these estimates.

#### 2.3 Amendments to Schedule III of the Companies Act, 2013

Ministry of Corporate Affairs (MCA) issued notifications dated 24th March, 2021 to amend Schedule III of the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements. These amendments are applicable to the Company for the financial year starting 1st April, 2021 and applied to the standalone financial statements as required by Schedule III.

#### 2.4 Significant Accounting Policies

The significant accounting policies used in preparation of the standalone financial statements are as under.

##### a). Property, Plant and Equipment & Depreciation

Property, Plant and Equipment are stated at historical cost less accumulated depreciation. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management. Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that future economic benefits associated with them will flow to the Company and the cost of the expenditure can be measured reliably. Repairs and Maintenance costs are recognised in the Statement of Profit and Loss when they are incurred.

Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of property, plant and equipment and are recognized in the statement of profit and loss when the same is derecognized.

Depreciation is calculated on pro rata basis on WDV method based on estimated useful life prescribed under Schedule II of the Companies Act, 2013. Freehold land is not depreciated.

Biological Assets - The Cardamom Plants (Bearer Plants) planted by the company in its estates are considered as Biological Assets and its cost, valuation and impairment are recognised based on the accounting principles and standards generally accepted for it.

Notes forming part of the financial  
statements for the year ended 31.03.2025

**As at 31.03.2025**  
**Rs. in Lakh**

As at 31.03.2024  
Rs. in Lakh

The useful life of Property, Plant and Equipments is as follows

| Asset  | Useful life of the asset (Yrs) | Amount (WDV) Rs.in Lakh |
|--|--------------------------------|-------------------------|
| <b>1.Biological Assets</b>                   | <b>14</b>                      | <b>52.88</b>            |
| <b>2.Buildings</b>                           |                                |                         |
|  | 60                             | 699.08                  |
|  | 58                             | 132.57                  |
|  | 56                             | 306.35                  |
|  | 54                             | 456.73                  |
|  | 50                             | 3.95                    |
|  | 48                             | 78.16                   |
|  | 47                             | 81.24                   |
|  | 39                             | 0.77                    |
|  | 38                             | 1.51                    |
|  | 34                             | 0.76                    |
|  | 33                             | 40.13                   |
|  | 31                             | 0.45                    |
|  | 29                             | 0.32                    |
|  | 26                             | 257.48                  |
|  | 3                              | 0.55                    |
|  | 1                              | 11.11                   |
|  | 0                              | 0.54                    |
| <b>Total</b>                                 |                                | <b>2071.70</b>          |
| <b>3.Computers and Data Processing Units</b> |                                |                         |
|  | 3                              | 19.79                   |
|  | 2                              | 1.07                    |
|  | 1                              | 1.34                    |
|  | 0                              | 3.02                    |
| <b>Total</b>                                 |                                | <b>25.22</b>            |
| <b>4.Furniture &amp; Electrical Fittings</b> |                                |                         |
|  | 10                             | 55.97                   |
|  | 9                              | 9.13                    |
|  | 8                              | 0.19                    |
|  | 7                              | 1.21                    |
|  | 6                              | 9.92                    |
|  | 5                              | 1.74                    |
|  | 4                              | 0.16                    |
|  | 0                              | 1.20                    |
| <b>Total</b>                                 |                                | <b>79.53</b>            |

| Asset                           | Useful life of the asset (Yrs) | Amount (WDV) Rs.in Lakh |
|---------------------------------|--------------------------------|-------------------------|
| <b>5.Motor Cycles</b>           |                                |                         |
|                                 | 10                             | 2.14                    |
|                                 | 8                              | 0.76                    |
|                                 | 7                              | 0.61                    |
|                                 | 4                              | 0.41                    |
|                                 | 0                              | 0.07                    |
| <b>Total</b>                    |                                | <b>4.00</b>             |
| <b>6.Motor Vehicles</b>         |                                |                         |
|                                 | 8                              | 58.29                   |
|                                 | 7                              | 29.83                   |
|                                 | 6                              | 5.28                    |
|                                 | 5                              | 16.35                   |
|                                 | 4                              | 3.36                    |
|                                 | 3                              | 1.01                    |
|                                 | 2                              | 7.25                    |
|                                 | 1                              | 1.03                    |
|                                 | 0                              | 2.25                    |
| <b>Total</b>                    |                                | <b>124.65</b>           |
| <b>7.Office Equipments</b>      |                                |                         |
|                                 | 4                              | 1.63                    |
|                                 | 3                              | 0.66                    |
|                                 | 2                              | 0.06                    |
|                                 | 1                              | 0.04                    |
| <b>Total</b>                    |                                | <b>2.40</b>             |
| <b>8. Plant &amp; Machinery</b> |                                |                         |
|                                 | 15                             | 250.39                  |
|                                 | 14                             | 5.43                    |
|                                 | 13                             | 9.36                    |
|                                 | 12                             | 1.42                    |
|                                 | 11                             | 147.74                  |
|                                 | 10                             | 101.22                  |
|                                 | 9                              | 9.36                    |
|                                 | 8                              | 0.55                    |
|                                 | 7                              | 1.93                    |
|                                 | 6                              | 9.27                    |
|                                 | 5                              | 0.07                    |
|                                 | 3                              | 2.35                    |
|                                 | 1                              | 0.04                    |
|                                 | 0                              | 1.36                    |
| <b>Total</b>                    |                                | <b>540.49</b>           |

Capital work-in-progress comprises of property, plant and equipment that are not ready for their intended use at the end of reporting period and are carried at cost comprising direct costs, related incidental expenses, other directly attributable costs.

**b) Contingencies and Events occurring after the Balance Sheet date-** There has been no contingencies or events after the Balance Sheet date affecting the operation/financial results of the company.



Notes forming part of the financial  
statements for the year ended 31.03.2025

**As at 31.03.2025**  
**Rs. in Lakh**

As at 31.03.2024  
Rs. in Lakh

### c) Inventories

The Company being a Trading / Plantation Company, only Stock-in- Trade and stock of Plantation Produce (Cardamom) are there. These are valued at cost or net realisable value whichever is lower. The Cost is arrived on Weighted Average cost basis.

### d) 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.

### 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

#### i) 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 is accounted on accrual basis.

#### ii) 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 administrated as a Defined Benefit Plan. The annual contribution 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 Company has Contributed Rs. 33.22 lakh (Previous Year Rs. 47.96 lakh) to the Fund. Based on the Present Value of Obligations/Plan Assets as on 31-03-2025 received from the LIC Rs. 30.21 lakh (Previous Year Rs. 24.72 lakh) is charged off in the Profit & Loss Account and Rs.4.49 lakh (Previous Year Rs. 7.50 lakh) is disclosed under Long Term Liabilities in the Balance Sheet.

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

Disclosure as required by ACCOUNTING STANDARD 15

| Particulars  | Rs. in Lakh   |               |
|--|---------------|---------------|
|  | 31.03.2025    | 31.03.2024    |
| <b>1. Assumption</b>                                 |               |               |
| For Policy No :603000124                             |               |               |
| Discount Rate  | 7.25%         | 7.25%         |
| Salary Escalation                                    | 8.00%         | 8.00%         |
| For Policy No :603001501                             |               |               |
| Discount Rate  | 7.25%         | 7.25%         |
| Salary Escalation                                    | 8.00%         | 8.00%         |
| <b>2. Changes in present value of Obligation:-</b>   |               |               |
| Present value of obligations as at beginning of year | 231.66        | 211.20        |
| Interest cost  | 16.80         | 15.31         |
| Current Service Cost                                 | 13.81         | 12.76         |
| Benefits Paid  | (17.95)       | (16.78)       |
| Actuarial (gain)/loss on obligations                 | 15.78         | 9.17          |
| Present value of obligations as at end of year       | <b>260.09</b> | <b>231.66</b> |
| <b>3. Changes in fair value of plan assets :-</b>    |               |               |
| Fair value of plan assets at beginning of year       | 224.17        | 180.46        |
| Expected return on plan assets                       | 16.17         | 12.53         |

| Notes forming part of the financial statements for the year ended 31.03.2025  | As at 31.03.2025<br>Rs. in Lakh | As at 31.03.2024<br>Rs. in Lakh |
|---|---------------------------------|---------------------------------|
| Contributions   | 33.22                           | 47.96                           |
| Benefits Paid   | (17.95)                         | (16.78)                         |
| Actuarial gain/(loss) on Plan assets  | NIL                             | NIL                             |
| Fair value of plan assets at the end of year                                  | <b>255.60</b>                   | <b>224.17</b>                   |
| <b>4. Fair value of plan assets:-</b>   |                                 |                                 |
| Fair value of plan assets at beginning of year                                | 224.17                          | 180.46                          |
| Actual return on plan assets  | 16.17                           | 12.53                           |
| Contributions   | 33.22                           | 47.96                           |
| Benefits Paid   | (17.95)                         | (16.78)                         |
| Fair value of plan assets at the end of year                                  | 255.60                          | 224.17                          |
| Funded status   | (4.49)                          | (7.50)                          |
| Excess of Actual over estimated return on plan assets                         | NIL                             | NIL                             |
| (Actual rate of return = Estimated rate of return as ARD falls on 31st March) |                                 |                                 |
| <b>5. Actuarial Gain/Loss recognized:-</b>                                    |                                 |                                 |
| Actuarial (gain)/ loss on obligations   | (15.78)                         | (9.17)                          |
| Actuarial (gain)/ loss for the year - plan assets                             | NIL                             | NIL                             |
| Actuarial (gain)/ loss on obligations   | 15.78                           | 9.17                            |
| Actuarial (gain)/ loss recognized in the year                                 | <b>15.78</b>                    | <b>9.17</b>                     |
| <b>6. Amounts to be recognized in the Balance Sheet :-</b>                    |                                 |                                 |
| Present value of obligations as at the end of year                            | 260.09                          | 231.66                          |
| Fair value of plan assets as at the end of the year                           | 255.60                          | 224.17                          |
| Funded status   | (4.49)                          | (7.50)                          |
| Net asset/(liability) recognized in balance sheet                             | <b>(4.49)</b>                   | <b>(7.50)</b>                   |
| <b>7. Expenses Recognised in statement of Profit and Loss:-</b>               |                                 |                                 |
| Current Service cost  | 13.81                           | 12.76                           |
| Interest Cost   | 16.80                           | 15.31                           |
| Expected return on plan assets  | (16.17)                         | (12.53)                         |
| Net Actuarial (gain)/ loss recognized in the year                             | 15.78                           | 9.17                            |
| Expenses recognised in statement of Profit and Loss                           | <b>30.21</b>                    | <b>24.72</b>                    |
| Last year amount recognised during the current year                           |                                 |                                 |
| (Due to introduction of new scheme)   | <b>Nil</b>                      | <b>Nil</b>                      |
| Total amount recognised in statement of Profit and Loss                       | <b>30.21</b>                    | <b>24.72</b>                    |

#### g) Foreign Currency Transactions

Foreign currency transactions are recorded, on initial recognition, by applying to the foreign currency amount the exchange rate at the date of the transaction. Foreign currency monetary items are reported using the closing rate. Non-monetary items, which are carried in terms of historical cost denominated in foreign currency, are reported using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on reporting an enterprise's monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or as expenses in the period in which they arise. 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 5 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.

Notes forming part of the financial  
statements for the year ended 31.03.2025

**As at 31.03.2025**  
**Rs. in Lakh**

As at 31.03.2024  
Rs. in Lakh

**j) Leases**

The Company has not taken or let out any assets on financial lease. All operating lease agreements entered into by the Company are cancellable in nature. Hence Company has debited/credited the lease rent paid/received to the Statement of Profit and Loss. Consequently, disclosure requirement of future minimum lease payments in respect of non- operating lease as per AS 19 is not applicable to the Company.

**k) 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.

**l) Earnings Per Share**

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

**m) Impairment of Assets**

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal /external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets or their value in use. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment. 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.

**n) Investments**

Investments intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost or market value/realizable value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

The aggregate market value of quoted investments is Rs. 400.29 (Prev.Yr.Nil)

**o) Borrowing Cost**

Borrowing Costs that are specifically identified to the acquisition or construction of qualifying assets are capitalized as part of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Statement of Profit and Loss.

**p) Provisions, Contingent Liabilities & Contingent Asset**

Provisions are recognized only when the company has present or legal or constructive obligations as a result of past events, for which it is probable that an outflow of economic benefit will be required to settle the transaction and a reliable estimate can be made for the amount of the obligation.

Contingent liability is disclosed for

- possible obligations which will be confirmed only by future events not wholly within the control of the company or
- present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

**q) Intangible Assets**

Intangible assets are recognized in the accounts only if it is probable that the future economic benefits that are attributable to the assets will flow into the Company and cost of the assets can be measured reliably. All other intangible assets are written off to the Statement of Profit & Loss.

**r) Government Grants**

Investment Subsidy received from the Ministry of Food Processing Industries, Government of India credited to the value of Fixed Assets (Building, Plant & Machinery).Current year -Nil ( Prev.Yr. Rs.10.24)

**s) Net Profit/Loss for the year, Prior period items – These are accounted as per accounting standard 5.**

Notes forming part of the financial  
statements for the year ended 31.03.2025

**As at 31.03.2025**  
**Rs. in Lakh**

**As at 31.03.2024**  
**Rs. in Lakh**

## I NOTES TO BALANCE SHEET

### (3) Share Capital

|   |               |        |
|---|---------------|--------|
| (a) Authorized<br>5000000 (5000000) Equity Shares of Rs.10/-Each (Rs. in Lakh)                          | <b>500.00</b> | 500.00 |
| (b) Issued, Subscribed & Fully paid up<br>3999800 (3999800) Equity Shares of Rs.10/- Each (Rs. in Lakh) | <b>399.98</b> | 399.98 |

|  |                   |               |                   |        |
|--|-------------------|---------------|-------------------|--------|
| (c) Reconciliation of Number of Shares | <b>31.03.2025</b> |               | <b>31.03.2024</b> |        |
|  | No.of Shares      | Amount        | No.of Shares      | Amount |
| Opening Balance (Rs. in Lakh)          | <b>3999800</b>    | <b>399.98</b> | 3999800           | 399.98 |
| Closing Balance (Rs. in Lakh)          | <b>3999800</b>    | <b>399.98</b> | 3999800           | 399.98 |

- (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) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company - NIL
- (f) shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate; - NIL
- (g) shares reserved for issue under options and contracts/commitments for the sale of shares/ disinvestment, including the terms and amounts - NIL
- (h) Shareholding of Promoters.

| Sl. No | Promoter Name                 | Class of Shares | At the beginning of the year |                   | At the end of the year |                   | % change during the year |
|--------|-------------------------------|-----------------|------------------------------|-------------------|------------------------|-------------------|--------------------------|
|        |                               |                 | No. of Shares                | % of total Shares | No. of Shares          | % of total Shares |                          |
| 1      | K.M Eapen                     | Equity          | 12600                        | 0.32              | 12600                  | 0.32              | Nil                      |
| 2      | M. Arunan                     | Equity          | 10400                        | 0.26              | 10400                  | 0.26              | Nil                      |
| 3      | George J. Mathew              | Equity          | 30566                        | 0.76              | 30566                  | 0.76              | Nil                      |
| 4      | Abraham Karimpanal Ittiavirah | Equity          | 22900                        | 0.57              | 22900                  | 0.57              | Nil                      |
| 5      | Jayakumari S.                 | Equity          | 10200                        | 0.26              | 10200                  | 0.26              | Nil                      |
| 6      | Kumaresan Sakthivel           | Equity          | 8000                         | 0.20              | 8000                   | 0.20              | Nil                      |
| 7      | R. Kannammal                  | Equity          | 25400                        | 0.64              | 25400                  | 0.64              | Nil                      |
| 8      | M.P. Punnoose (Sr)            | Equity          | 7800                         | 0.20              | 7800                   | 0.20              | Nil                      |
| 9      | Jerin Varughese Jacob         | Equity          | 7000                         | 0.18              | 7000                   | 0.18              | Nil                      |
| 10     | Shamir Ahmed Refai            | Equity          | 7400                         | 0.19              | 7400                   | 0.19              | Nil                      |
| 11     | Varkey George                 | Equity          | 31660                        | 0.79              | 31660                  | 0.79              | Nil                      |
| 12     | .Johny Sebastian Karimpanal   | Equity          | 7400                         | 0.19              | 7400                   | 0.19              | Nil                      |
| 13     | Mathew Kallarackal Mathew     | Equity          | 16566                        | 0.41              | 16566                  | 0.41              | Nil                      |
| 14     | Uthayakumar Manoharan         | Equity          | 30100                        | 0.75              | 30100                  | 0.75              | Nil                      |
| 15     | Thathuraj Sivakumar           | Equity          | 24060                        | 0.60              | 24060                  | 0.60              | Nil                      |
| 16     | Rajan Scaria                  | Equity          | 17200                        | 0.43              | 17200                  | 0.43              | Nil                      |
| 17     | Sethuraman Shailendran        | Equity          | 5200                         | 0.13              | 5200                   | 0.13              | Nil                      |

Sd/-  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)  
Chairman  
27.08.2025

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

Sd/-  
K T THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN:25022112BMRXPB6110

| Notes forming part of the financial statements for the year ended 31.03.2025  |  | As at 31.03.2025<br>Rs. in Lakh | As at 31.03.2024<br>Rs. in Lakh |
|---|--|---------------------------------|---------------------------------|
| (i) For the period of five years immediately preceding the date as at which the Balance Sheet   |  |                                 |                                 |
| I) Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash.- NIL (Pre. Yr. NIL)   |  |                                 |                                 |
| II) Aggregate number and class of shares allotted as fully paid-up by way of bonus shares - NIL (Pre. Yr. NIL)  |  |                                 |                                 |
| III) Aggregate number and class of shares bought back - NIL (Pre. Yr. NIL)  |  |                                 |                                 |
| (j) Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date - NIL (Pre. Yr. NIL) |  |                                 |                                 |
| (k) Calls unpaid - NIL (Pre. Yr. NIL)   |  |                                 |                                 |
| (l) Forfeited shares (amount originally paid up) - NIL (Pre. Yr. NIL)   |  |                                 |                                 |
| <b>(4) Reserves and Surplus</b>   |  |                                 |                                 |
| (a) Revaluation Reserve   |  | <b>139.79</b>                   | 139.79                          |
| (b) General Reserve   |  |                                 |                                 |
| As per last balance sheet   |  | <b>12657.74</b>                 | 11257.74                        |
| Add: Transfer from Profit & Loss A/c  |  | <b>1850.00</b>                  | 1400.00                         |
|   |  | <b>14507.74</b>                 | 12657.74                        |
| (c) Surplus in Profit and Loss Account  |  |                                 |                                 |
| Balance at the beginning of the year  |  | <b>14.09</b>                    | 16.00                           |
| Add: Profit for the current year  |  | <b>2181.81</b>                  | 1678.08                         |
| Less: Proposed Dividend @ Rs.8.5/Share*   |  | <b>339.98</b>                   | 279.99                          |
| Less: Transfer to General Reserve   |  | <b>1850.00</b>                  | 1400.00                         |
|   |  | <b>5.92</b>                     | 14.09                           |
| <b>TOTAL</b>  |  | <b>14653.45</b>                 | 12811.62                        |
| * Subject to deduction of Tax at source   |  |                                 |                                 |
| <b>(5) Long - Term borrowings</b>   |  |                                 |                                 |
| A. Secured  |  |                                 |                                 |
| (a) From Banks  |  | <b>205.11</b>                   | -                               |
| (b) From Others   |  | <b>33.33</b>                    | 33.33                           |
| <b>TOTAL Refer Note No.33</b>   |  | <b>238.44</b>                   | 33.33                           |
| <b>(6) Deferred tax liabilities (Net)</b>   |  |                                 |                                 |
| The Deferred Tax Liabilities on taking into account the impact of timing differences between financial statements and estimated taxable income are as under.  |  |                                 |                                 |
| a) On account of Depreciation   |  | <b>33.02</b>                    | 14.28                           |
| b) On account of Grativity Provision  |  | <b>(2.67)</b>                   | (3.10)                          |
|   |  | <b>30.35</b>                    | 11.18                           |

27.08.2025  
Sd/-  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)  
Chairman

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

Sd/-  
KT THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN:25022112BMRXPB6110

| Notes forming part of the financial statements for the year ended 31.03.2025   | As at 31.03.2025<br>Rs. in Lakh | As at 31.03.2024<br>Rs. in Lakh |
|--|---------------------------------|---------------------------------|
| <b>(7) Other Long Term Liabilities</b>   | -                               | -                               |
| <b>(8) Long Term Provisions</b>  |                                 |                                 |
| For Employees Gratuity(Refer Note No.2.4(f))   | 4.49                            | 7.50                            |
| <b>(9) Short Term Borrowings - Secured</b>   |                                 |                                 |
| (a) Loans repayable on demand from Banks   | 750.99                          | 699.27                          |
| (b) Current Maturities of Long Term Borrowings   | 56.29                           | -                               |
| <b>TOTAL Refer Note No.33</b>  | <b>807.28</b>                   | <b>699.27</b>                   |
| <b>(10) Trade Payables</b>   |                                 |                                 |
| <b>Creditors:</b>  |                                 |                                 |
| - For Purchases  |                                 |                                 |
| (a) Due to Micro and Small Enterprises   | -                               | -                               |
| (b) Due to Others  | 2862.49                         | 2251.48                         |
| - For Expenses   |                                 |                                 |
| (a) Due to Micro and Small Enterprises   |                                 |                                 |
| (b) Due to Others  | 115.66                          | 47.29                           |
| - Auctions   |                                 |                                 |
| (a) Due to Micro and Small Enterprises   |                                 |                                 |
| (b) Due to Others  | 1297.15                         | 1149.50                         |
| <b>TOTAL Refer Note No.36</b>  | <b>4275.30</b>                  | <b>3448.27</b>                  |
| <b>(11) Other Current Liabilities</b>  |                                 |                                 |
| (a) Unpaid Dividend  | 50.82                           | 46.84                           |
| (b) Statutory Dues   | 17.68                           | 114.63                          |
| (c) Advance Received from Customers  | 71.30                           | 96.80                           |
| <b>TOTAL</b>   | <b>139.80</b>                   | <b>258.28</b>                   |
| <b>(12) Short Term Provision</b>   |                                 |                                 |
| (a) for Employee Benefits-Bonus & Ex Gratia  | 51.53                           | 41.87                           |
| (b) for Taxation   | 537.00                          | 412.00                          |
| (c) for Proposed Dividend @Rs. 8.50/share  | 339.98                          | 279.99                          |
| <b>TOTAL Refer Note No.46</b>  | <b>928.51</b>                   | <b>733.85</b>                   |
| <b>(14) Non Current Investments</b>  | -                               | -                               |
| <b>(15) Deferred Tax (Liabilities)/Assets (Net)</b>  | -                               | -                               |
| The Deferred Tax Liabilities on taking into account the impact of timing differences between financial statements and estimated taxable income are as under. |                                 |                                 |
| a) On account of Depreciation  |                                 |                                 |
| b) On account of Grautity Provision  |                                 |                                 |
| <b>TOTAL</b>   | -                               | -                               |
| <b>(16) Long Term Loans &amp; Advances</b>   | -                               | -                               |

27.08.2025  
Sd/-  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)  
Chairman

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

Sd/-  
KT THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN:25022112BMRXPB6110

**13) Property, Plant and Equipment** (Rs. In Lakh)

| PARTICULARS                         | ORIGINAL COST    |                |                   | DEPRECIATION / AMORTISATION |               |                      |                  | WRITTEN DOWN VALUE |                  |
|-------------------------------------|------------------|----------------|-------------------|-----------------------------|---------------|----------------------|------------------|--------------------|------------------|
|                                     | As at 01.04.2024 | Additions      | Sale/ Adjustments | As at 01.04.2024            | For the Year  | on Sale/ Adjustments | As at 31.03.2025 | As at 31.03.2025   | As at 31.03.2024 |
| <b>Tangible Assets</b>              |                  |                |                   |                             |               |                      |                  |                    |                  |
| Freehold land                       | 6856.62          | 88.00          | 0.00              | 0.00                        | 0.00          | 0.00                 | 0.00             | 6944.62            | 6856.62          |
| Cardamom Leasehold Land             | 343.65           | 0.00           | 0.00              | 0.00                        | 0.00          | 0.00                 | 0.00             | 343.65             | 343.65           |
| Buildings                           | 1999.14          | 703.73         | 0.00              | 533.45                      | 97.72         | 0.00                 | 631.17           | 2071.70            | 1465.69          |
| Plant & Machinery                   | 629.30           | 292.23         | 0.00              | 320.37                      | 60.67         | 0.00                 | 381.04           | 540.49             | 308.93           |
| Furniture & Electrical Fittings     | 80.63            | 68.11          | 0.00              | 148.73                      | 9.50          | 0.00                 | 69.21            | 79.53              | 20.92            |
| Motor Vehicles                      | 218.21           | 88.20          | 7.78              | 298.63                      | 29.85         | 6.69                 | 173.97           | 124.65             | 67.41            |
| Motor Cycles                        | 6.41             | 2.30           | 0.00              | 8.71                        | 0.80          | 0.00                 | 4.71             | 4.00               | 2.49             |
| Computers and Data Processing Units | 117.33           | 26.38          | 0.00              | 143.71                      | 10.56         | 0.00                 | 118.49           | 25.22              | 9.40             |
| Office Equipments                   | 3.14             | 2.35           | 0.00              | 107.92                      | 1.34          | 0.00                 | 3.10             | 2.40               | 1.39             |
| Biological Assets                   | 33.13            | 25.76          | 0.00              | 1.75                        | 6.00          | 0.00                 | 6.02             | 52.88              | 33.12            |
| <b>TOTAL</b>                        | <b>10287.57</b>  | <b>1297.05</b> | <b>7.78</b>       | <b>1177.94</b>              | <b>216.45</b> | <b>6.69</b>          | <b>1387.71</b>   | <b>10189.13</b>    | <b>9109.63</b>   |
| <b>PREVIOUS YEAR</b>                | <b>7515.42</b>   | <b>2772.15</b> | <b>0.00</b>       | <b>975.25</b>               | <b>202.69</b> | <b>0.00</b>          | <b>1177.94</b>   | <b>9109.63</b>     | <b>6540.16</b>   |

|                   |   |   |   |   |   |   |   |   |   |
|-------------------|---|---|---|---|---|---|---|---|---|
| Intangible Assets | - | - | - | - | - | - | - | - | - |
| PREVIOUS YEAR     | - | - | - | - | - | - | - | - | - |

|                                    |               |               |               |               |             |             |             |               |               |
|------------------------------------|---------------|---------------|---------------|---------------|-------------|-------------|-------------|---------------|---------------|
| <b>Capital work-in-progress</b>    |               |               |               |               |             |             |             |               |               |
| Pure Spice Plantations Kallar      | 30.31         | 0.00          | 25.76         | 4.55          |             |             |             | 4.55          | 30.31         |
| Previous Year                      | 63.45         | 0.00          | 33.13         | 30.31         |             |             |             | 30.31         | 63.45         |
| Godown Work at Chelimada in Kerala | 336.84        | 0.00          | 336.84        | 0.00          |             |             |             | 0.00          | 336.84        |
| Previous Year                      | 3.81          | 333.04        | 0.00          | 336.84        |             |             |             | 336.84        | 3.81          |
| Bison Valley Estate                | 0.00          | 17.24         | 0.00          | 17.24         |             |             |             | 17.24         | 0.00          |
| Previous Year                      | 0.00          | 0.00          | 0.00          | 0.00          |             |             |             | 0.00          | 0.00          |
| <b>TOTAL</b>                       | <b>367.16</b> | <b>17.24</b>  | <b>362.61</b> | <b>21.79</b>  | <b>0.00</b> | <b>0.00</b> | <b>0.00</b> | <b>21.79</b>  | <b>367.16</b> |
| <b>PREVIOUS YEAR</b>               | <b>67.25</b>  | <b>333.04</b> | <b>33.13</b>  | <b>367.16</b> | <b>0.00</b> | <b>0.00</b> | <b>0.00</b> | <b>367.16</b> | <b>67.25</b>  |

| Capital Work In Progress Ageing Schedule             |                  |           |             |           |             |           |                   |           |           |           |
|--|------------------|-----------|-------------|-----------|-------------|-----------|-------------------|-----------|-----------|-----------|
| Particulars  | Less than 1 year |           | 1 - 2 years |           | 2 - 3 years |           | More than 3 years |           | Total     |           |
|  | 2024-2025        | 2023-2024 | 2024-2025   | 2023-2024 | 2024-2025   | 2023-2024 | 2024-2025         | 2023-2024 | 2024-2025 | 2023-2024 |
| Projects in Progress                                 | 17.24            | 333.04    | 0.00        | 8.12      | 4.55        | 26.00     | 0.00              | 0.00      | 21.79     | 367.16    |
| Projects Temporarily Suspended                       |                  |           |             |           |             |           |                   |           |           |           |
| TOTAL  | 17.24            | 333.04    | 0.00        | 8.12      | 4.55        | 26.00     | 0.00              | 0.00      | 21.79     | 367.16    |
| Projects which have exceeded their original timeline |                  |           |             |           |             |           |                   |           |           |           |
| Projects which have exceeded their original Budget   |                  |           |             |           |             |           |                   |           |           |           |
| NIL  |                  |           |             |           |             |           |                   |           |           |           |
| NIL  |                  |           |             |           |             |           |                   |           |           |           |

27.08.2025

Chairman  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)

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

Sd/-  
Chartered Accountant  
K T THOMAS  
Ponkunnam  
UDIN:25022112BMRXPB6110

NIL  
NIL



| Notes forming part of the financial statements for the year ended 31.03.2025  | As at 31.03.2025<br>Rs. in Lakh | As at 31.03.2024<br>Rs. in Lakh |
|---|---------------------------------|---------------------------------|
| <b>(17) Other Non-Current Assets</b>  |                                 |                                 |
| Security Deposits   | 11.40                           | 1.08                            |
| <b>(18) Current investments</b>   |                                 |                                 |
| a) SBI MF INVESTMENT A/C  | 400.00                          | -                               |
| <i>Ref Note No.2.4(n)</i>   |                                 |                                 |
| <b>(19) Inventories</b>   |                                 |                                 |
| (a) Stock in trade  | 4079.50                         | 2723.52                         |
| (b) Others - Cardamom (Plantation)  | 53.27                           | -                               |
| <b>TOTAL</b> <i>Refer Note No.2.4(c) for method of valuation</i>  | <b>4132.77</b>                  | <b>2723.52</b>                  |
| <b>(20) Trade Receivables</b>   |                                 |                                 |
| Unsecured considered good   | 3795.76                         | 4407.20                         |
| Less: Provision for Doubtful Debts  | -                               | -                               |
| <i>Refer Note No.37</i>   | <b>3795.76</b>                  | <b>4407.20</b>                  |
| <b>(21) Cash and Cash Equivalents</b>   |                                 |                                 |
| (a) Balances with Banks*  | 1534.20                         | 517.29                          |
| (b) Unpaid Dividend Account Balance   | 51.12                           | 47.13                           |
| (c) Cheques, Drafts on hand   | 62.70                           | 94.98                           |
| (d) Cash on Hand  | 73.52                           | 30.43                           |
| <b>TOTAL</b>  | <b>1721.54</b>                  | <b>689.83</b>                   |
| * Includes Rs. 113.00 (Prev year - Rs.154.82) as Fixed Deposit which are given as security for Bank Guarantee /Over Draft against Fixed Deposits obtained, out of this fixed deposit worth Rs.155.16 (Prev year-Rs. 149.50) is of maturity period of more than 12 months. |                                 |                                 |
| <b>(22) Short-Term Loans &amp; Advances</b>   |                                 |                                 |
| Unsecured considered good   |                                 |                                 |
| (a) Advance to Suppliers  |                                 |                                 |
| (i) to Related Parties  | -                               | -                               |
| Less: Provision for write off   | -                               | -                               |
| (ii) to Others  | 279.71                          | 316.31                          |
| (b) Prepaid Insurance   | 22.27                           | 24.05                           |
| (c) Income Tax Advance and TDS  | 534.25                          | 462.82                          |
| (d) Security Deposit  | 136.13                          | 95.73                           |
| (e) GST Input Tax   | 122.95                          | 98.64                           |
| (f) Other Advances  | 109.90                          | 107.30                          |
| <b>TOTAL</b>  | <b>1205.21</b>                  | <b>1104.85</b>                  |
| <b>(23) Other Current Assets</b>  | -                               | -                               |

27.08.2025  
Sd/-  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)  
Chairman

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

Sd/-  
KT THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN:25022112BMRXPB6110

Notes forming part of the financial  
statements for the year ended 31.03.2025

**2024 - 2025**  
**Rs. in Lakh**

**2023 - 2024**  
**Rs. in Lakh**

## II NOTES TO STATEMENT OF PROFIT AND LOSS

### (24) Revenue from Operations

#### (a) Sale of Products

##### I-Domestic

|                                   |                 |                 |
|-----------------------------------|-----------------|-----------------|
| (i) Fertilisers & Neemcake        | 8015.95         | 7420.67         |
| (ii) Plant Protection Chemicals   | 7957.78         | 8218.21         |
| (iii) Gunnies                     | 98.06           | 163.51          |
| (iv) Cardamom - Trade             | 18882.24        | 14089.69        |
| (v) FPS Certificates              | 34.48           | 11.61           |
| (vi) Cardamom                     | 568.84          | 401.11          |
| (vii) Plantation Crops - Cardamom | 1532.83         | 1306.32         |
|                                   | <b>37090.18</b> | <b>31611.11</b> |

##### II-Export

|                      |                 |                 |
|----------------------|-----------------|-----------------|
| (i) Cardamom - Trade | 5504.78         | 2649.64         |
|                      | <b>42594.96</b> | <b>34260.75</b> |

#### (b) Other Operating Revenues

##### I-Domestic

|   |        |         |
|---|--------|---------|
| i) Discount Received & Price Difference | 978.70 | 1097.25 |
| ii) Commission - Auction                | 490.49 | 450.72  |

##### II-Export

|                                 |       |       |
|---------------------------------|-------|-------|
| iii) Commission on Rubber Trade | 95.92 | 73.89 |
|---------------------------------|-------|-------|

|              |                 |                 |
|--------------|-----------------|-----------------|
| <b>TOTAL</b> | <b>44160.07</b> | <b>35882.62</b> |
|--------------|-----------------|-----------------|

### (25) Other Income

|  |               |               |
|--|---------------|---------------|
| (a) Profit on Sale of Mutual Fund Units                                | 66.28         | 62.46         |
| (b) Net Gain/(Loss) on sale of Fixed Assets                            | 1.90          | -             |
| (c) Transport & Handling charges collected                             | 225.32        | 210.53        |
| (d) Rent Received  | 31.47         | 22.54         |
| (e) Net gain/loss of foreign currency translation and transaction      | 44.98         | 33.34         |
| (f) Interest Received on Security deposit and Fixed Deposit with Banks | 18.91         | 11.08         |
| (g) Export Incentive   | 8.20          | 3.90          |
| (h) Packing and forwarding charge collected on export                  | 8.29          | 2.13          |
| (i) Others   | 2.44          | 0.02          |
| <b>TOTAL</b>   | <b>407.79</b> | <b>346.00</b> |

### (26) Purchases of Stock-in-Trade

|                                |          |          |
|--------------------------------|----------|----------|
| (a) Fertilisers & Neemcake     | 6676.11  | 6166.12  |
| (b) Plant Protection Chemicals | 8121.80  | 7818.94  |
| (c) Gunnies                    | 81.27    | 106.40   |
| (d) Cardamom - Trade           | 23651.80 | 14605.77 |
| (e) Cardamom                   | 539.03   | 451.42   |

|              |                 |                 |
|--------------|-----------------|-----------------|
| <b>TOTAL</b> | <b>39070.01</b> | <b>29148.64</b> |
|--------------|-----------------|-----------------|

### (27) Changes in Inventories of Stock in Trade

|   |         |         |
|---|---------|---------|
| Opening Stock- Stock in Trade               | 2723.52 | 4081.02 |
| Opening Stock- Others (Cardamom Plantation) | -       | 189.20  |
| Closing Stock- Stock in Trade               | 4079.50 | 2723.52 |
| Closing Stock- Others (Cardamom Plantation) | 53.27   | -       |

|                  |                |
|------------------|----------------|
| <b>(1409.25)</b> | <b>1546.70</b> |
|------------------|----------------|

Sd/-  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)  
Chairman

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

Sd/-  
KT THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN:25022112BMRXPB6110

27.08.2025

| Notes forming part of the financial statements for the year ended 31.03.2025 | 2024 - 2025<br>Rs. in Lakh | 2023 - 2024<br>Rs. in Lakh |
|--|----------------------------|----------------------------|
| <b>(28) Employee Benefit Expense</b>   |                            |                            |
| (a) Salaries & Wages   | 393.25                     | 349.52                     |
| (b) Provident Fund Contribution and other funds                              | 20.65                      | 18.97                      |
| (c) Gratuity   | 31.51                      | 25.85                      |
| (d) Marketing & Performance Incentives                                       | 162.42                     | 95.68                      |
| (e) Staff Welfare Expenses   | 41.33                      | 13.08                      |
| (f) Medical Insurance Premium  | 23.13                      | 22.57                      |
| (g) Salary to Directors  | 16.80                      | 15.05                      |
| <b>TOTAL</b>   | <b>689.09</b>              | <b>540.71</b>              |
| <b>(29) Finance Cost</b>   |                            |                            |
| (a) Interest on Term Loan  | 16.18                      | -                          |
| (b) Interest on Working Capital loans  | 13.97                      | 15.06                      |
| (c) Other borrowing costs  | 1.27                       | 16.86                      |
| (d) Bank charges   | 23.60                      | 18.76                      |
| <b>TOTAL</b>   | <b>55.02</b>               | <b>50.69</b>               |
| <b>(30) Other Expenses</b>   |                            |                            |
| (a) Freight outward and Handling   | 307.83                     | 301.31                     |
| (b) Power & Fuel   | 32.02                      | 24.66                      |
| (c) Rent   | 83.89                      | 67.91                      |
| (d) Repairs to Building  | 764.25                     | 234.49                     |
| (e) Repairs to Others  | 21.03                      | 30.25                      |
| (f) Insurance  | 15.21                      | 9.39                       |
| (g) Rates & Taxes  | 14.75                      | 12.11                      |
| (h) Vehicle Running & Maintenance  | 82.08                      | 73.85                      |
| (i) Grading and Packing Expense  | 175.54                     | 144.70                     |
| (j) Travelling Expense   | 49.64                      | 49.40                      |
| (k) Sitting fee to Directors   | 7.70                       | 4.10                       |
| (l) Selling and Marketing Expense  | 454.25                     | 376.28                     |
| (m) Books & Periodicals  | 1.24                       | 1.20                       |
| (n) Postage and Telephone  | 10.11                      | 9.14                       |
| (o) Printing & Stationery  | 8.46                       | 8.38                       |
| (p) Sales Tax & GST Paid   | 2.14                       | 0.94                       |
| (q) Brokerage and Commission   | 81.17                      | 43.47                      |
| (r) Discount Paid and Price Difference                                       | 171.60                     | 156.51                     |
| (s) Auction Expense  | 100.94                     | 82.47                      |
| (t) Plantation Expenses  | 597.08                     | 857.89                     |
| (u) Office Expense   | 17.93                      | 21.14                      |
| (v) Other Expenses   | 21.00                      | 24.03                      |
| (w) Professional Charges   | 24.30                      | 26.38                      |
| (x) Software Expenses  | 41.86                      | 37.69                      |
| (y) CSR Expenses   | 37.25                      | 34.18                      |
| (z) Bad Debt written off   | 85.69                      | -                          |
| (aa) Payment to Auditors   |                            |                            |
| As Auditor   | 4.25                       | 3.50                       |
| For Taxation Matters   | 1.25                       | 1.10                       |
| <b>TOTAL</b>   | <b>3214.46</b>             | <b>2636.48</b>             |

Sd/-  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)  
Chairman  
27.08.2025

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

Sd/-  
KT THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN:25022112BMRXPB6110

### III OTHER NOTES

#### 31) CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for)

##### i) Contingent liabilities-

- a. Claims against the company not acknowledged as debt **31/03/2025** 31/03/2024  
Goods and Service Tax Demand **Rs. 147.41 Lakh** Rs. 4.02 Lakh

##### b. Guarantees given by Banks against counter guarantee of the company

The Company has given guarantee to ICICI Bank Limited for funded and non - funded limits availed by The Cardamom Planters' and Marketing Co-Operative Society Limited as detailed below.

Rs.in Crores

| Bank           | Guaranteed Limit |            | Loan Balance Outstanding |            |
|----------------|------------------|------------|--------------------------|------------|
|                | 31/03/2025       | 31/03/2024 | 31/03/2025               | 31/03/2024 |
| ICICI BANK LTD | 15.00            | 8.00       | 10.00                    | 8.00       |

##### ii) Commitments -

31/03/2025

31/03/2024

- a. Estimated amounts of contracts remaining to be executed on capital account and not provided for **Rs. 100 Lakh** Rs. 200 Lakh

#### 32) In the opinion of the management, the current assets, loans and advances shall realise the value as shown in the balance sheet, if realised in the normal course of business.

#### 33) The secured short term loans of the company are secured by hypothecation of inventories, book debts, and movable fixed assets and collaterally secured by equitable mortgage of the landed properties of the Company in Anaviratty Village, Devikulam Taluk, Idukki District. The secured interest free long term loan from M/s SPICES BOARD OF INDIA is secured by a Bank Guarantee given by M/s ICICI Bank Limited for which Fixed Deposit is given as security to the bank.

a) Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

b) The quarterly returns /statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

c) The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

#### 34) 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).

#### 35) Some of the Sundry Debtors and Sundry Creditors are subject to confirmation of balances.

#### 36) Trade Payable ageing schedules:

As on 31 March 2025:

Rs.in Lakh

| Particulars               | Outstanding for following period from due date of payment |                  |           |           |                   | Total   |
|---------------------------|---|------------------|-----------|-----------|-------------------|---------|
|                           | Unbilled  | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |         |
| (i) MSME                  | -   | -                | -         | -         | -                 | -       |
| (ii) Others               | -   | 4274.18          | 0.10      | 0.41      | 0.61              | 4275.30 |
| (iii) Disputed dues-MSME  | -   | -                | -         | -         | -                 | -       |
| (iv) Disputed dues-Others | -   | -                | -         | -         | -                 | -       |
| TOTAL                     | -   | 4274.18          | 0.10      | 0.41      | 0.61              | 4275.30 |

As on 31 March 2024:

Rs.in Lakh

| Particulars               | Outstanding for following period from due date of payment |                  |           |           |                   | Total   |
|---------------------------|---|------------------|-----------|-----------|-------------------|---------|
|                           | Unbilled  | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |         |
| (i) MSME                  | -   | -                | -         | -         | -                 | -       |
| (ii) Others               | -   | 3446.45          | 0.46      | 0.64      | 0.73              | 3448.27 |
| (iii) Disputed dues-MSME  | -   | -                | -         | -         | -                 | -       |
| (iv) Disputed dues-Others | -   | -                | -         | -         | -                 | -       |
| TOTAL                     | -   | 3446.45          | 0.46      | 0.64      | 0.73              | 3448.27 |

### 37) Trade Receivable ageing schedules:

As on 31 March 2025:

Rs. in Lakh

| Particulars   | Outstanding for following period from due date of payment |                    |                  |           |           |                   | Total   |
|---|---|--------------------|------------------|-----------|-----------|-------------------|---------|
|   | Unbilled  | Less than 6 months | 6 months- 1 Year | 1-2 years | 2-3 years | More than 3 years |         |
| <b>Undisputed Trade Receivables</b>                 |   |                    |                  |           |           |                   |         |
| (i) Considered good                                 | -   | 3698.85            | 53.32            | 23.81     | 15.74     | 4.03              | 3795.76 |
| (ii) which have significant increase in credit risk | -   | -                  | -                | -         | -         | -                 | -       |
| (iii) Credit impaired                               | -   | -                  | -                | -         | -         | -                 | -       |
| <b>Disputed Trade Receivables</b>                   |   |                    |                  |           |           |                   |         |
| (iv) Considered good                                | -   | -                  | -                | -         | -         | -                 | -       |
| (v) which have significant increase in credit risk  | -   | -                  | -                | -         | -         | -                 | -       |
| (vi) Credit impaired                                | -   | -                  | -                | -         | -         | -                 | -       |
| <b>TOTAL</b>  | -   | 3698.85            | 53.32            | 23.81     | 15.74     | 4.03              | 3795.76 |

As on 31 March 2024:

Rs. in Lakh

| Particulars   | Outstanding for following period from due date of payment |                    |                  |           |           |                   | Total   |
|---|---|--------------------|------------------|-----------|-----------|-------------------|---------|
|   | Unbilled  | Less than 6 months | 6 months- 1 Year | 1-2 years | 2-3 years | More than 3 years |         |
| <b>Undisputed Trade Receivables</b>                 |   |                    |                  |           |           |                   |         |
| (i) Considered good                                 | -   | 4241.59            | 48.24            | 45.80     | 57.10     | 14.47             | 4407.20 |
| (ii) which have significant increase in credit risk | -   | -                  | -                | -         | -         | -                 | -       |
| (iii) Credit impaired                               | -   | -                  | -                | -         | -         | -                 | -       |
| <b>Disputed Trade Receivables</b>                   |   |                    |                  |           |           |                   |         |
| (iv) Considered good                                | -   | -                  | -                | -         | -         | -                 | -       |
| (v) which have significant increase in credit risk  | -   | -                  | -                | -         | -         | -                 | -       |
| (vi) Credit impaired                                | -   | -                  | -                | -         | -         | -                 | -       |
| <b>TOTAL</b>  | -   | 4241.59            | 48.24            | 45.80     | 57.10     | 14.47             | 4407.20 |

- 38)** Freehold Land under Fixed Assets include land without pattayam valued Rs.0.11 Lakh (Previous year Rs.0.11 Lakh) in respect of which transfer deed has not been registered in favour of this company.
- 39)** F.O.B. value of Exports during the year - Cardamom Rs. 5459.09 lakh (Previous year Rs. 2594.06 lakh)- Commission on Rubber Trade (Export Service) Rs. 95.92 lakh (Previous Year Rs. 73.89 lakh).
- 40)** Expenditure in foreign currency -Foreign Travel -Rs.8.20 lakh (Previous Year -Rs.3.09 lakh)
- 41)** The information required to be disclosed as per of Schedule III to the Companies Act, 2013 are disclosed only to the extent particulars are applicable to the Company which is a Trading Company.
- 42)** Segment Information.

| Particulars   | 2024-2025       | 2023-2024       |
|---|-----------------|-----------------|
| 1. Segment Revenue                                      |                 |                 |
| a) Agro Inputs  | 16950.75        | 16732.38        |
| b) i) Cardamom Domestic                                 | 18918.40        | 14105.05        |
| ii) Cardamom Export                                     | 5504.78         | 2649.64         |
| c) Rubber - Commission on Rubber Trade (Export Service) | 95.92           | 73.89           |
| d) Cardamom Auction                                     | 1157.38         | 1015.33         |
| e) Plantation   | 1532.83         | 1306.32         |
| <b>Net Sale/Income from Operations</b>                  | <b>44160.06</b> | <b>35882.62</b> |
| 2. Segment Results                                      |                 |                 |
| (Profit /(Loss) before Tax and Finance Cost             |                 |                 |
| a) Agro Input   | 2365.53         | 2318.29         |
| b) Cardamom Trade                                       | 589.32          | 72.98           |
| c) Rubber   | 94.19           | 70.90           |
| d) Cardamom Auction                                     | 490.48          | 495.11          |
| e) Plantation   | 505.43          | 175.10          |
| <b>Total</b>  | <b>4044.95</b>  | <b>3132.37</b>  |
| Less:   |                 |                 |
| (i) Finance Cost  | 55.02           | 50.69           |

| Particulars  | 2024-2025 | 2023-2024 |
|--|-----------|-----------|
| (ii) Other un-allocable expenditure net of un-allocable income | 1257.85   | 978.97    |
| Profit before Tax  | 2732.08   | 2102.72   |
| Less:  |           |           |
| (1) Current tax  | 537.00    | 412.00    |
| (2) Prior year's tax   | (5.90)    | (1.23)    |
| (3) Deferred tax Expense/(Income)                              | 19.17     | 13.87     |
| Profit after Tax   | 2181.81   | 1678.08   |
| 3. Segment Assets  |           |           |
| a) Agro Input  | 4497.27   | 3276.67   |
| b) Cardamom Trade  | 2740.90   | 3176.06   |
| c) Rubber  | 2.08      | 16.04     |
| d) Cardamom Auction  | 2507.82   | 2071.05   |
| e) Plantation  | 6951.96   | 6736.81   |
| Total  | 16700.03  | 15276.63  |
| Un allocated corporate assets                                  | 4777.57   | 3126.64   |
| Total assets as per Balance Sheet                              | 21477.60  | 18403.28  |
| 4. Segment Liabilities   |           |           |
| a) Agro Input  | 2479.01   | 1872.46   |
| b) Cardamom Trade  | 480.00    | 474.40    |
| c) Rubber  | 0.11      | 0.00      |
| d) Cardamom Auction  | 1308.31   | 1159.55   |
| e) Plantation  | 14.68     | 3.20      |
| Total  | 4282.10   | 3509.61   |
| Un allocated Corporate Liabilities                             | 2142.07   | 1682.06   |
| Share holders Funds  | 15053.43  | 13211.60  |
| Total Liabilities as per Balance Sheet                         | 21477.60  | 18403.28  |
| 5. Capital Employed  |           |           |
| a) Agro Input  | 2018.26   | 1404.21   |
| b) Cardamom Trade  | 2260.91   | 2701.65   |
| c) Rubber  | 1.96      | 16.04     |
| d) Cardamom Auction  | 1199.51   | 911.51    |
| e) Plantation  | 6937.29   | 6733.62   |
| Total  | 12417.93  | 11767.02  |
| f) Un allocated Segment Capital Employed                       | 2635.50   | 1444.58   |
| Total  | 15053.43  | 13211.60  |
| 6. Capital Expenditure incurred                                |           |           |
| a) Cardamom Trade  | 23.17     | (9.30)    |
| b) Plantation  | 217.58    | 2475.10   |
| c) Auction   | 793.14    | 0.00      |
| d) Plantation (Capital work in progress)                       | 17.24     | 0.00      |
| e) Cardamom Auction (Capital work in progress)                 | 0.00      | 333.04    |
| f) Un allocated Segment Capital Expenditure incurred (Net)     | 263.17    | 306.35    |
| Total  | 1314.30   | 3105.19   |
| 7. Depreciation  |           |           |
| a) Cardamom Trade  | 77.83     | 92.60     |
| b) Cardamom Auction  | 8.76      | 0.42      |
| c) Plantation  | 65.32     | 58.07     |
| d) Un allocated Segment Depreciation                           | 64.54     | 51.59     |
| Total  | 216.45    | 202.69    |
| 8. Segment Non Cash Expenditure                                | -         | -         |

**43)** The amount of 'Others' under Other Expenses in Note 30 includes an amount of Rs. 13.68 lakh (Previous Year –Rs.6.70 lakh) incurred towards contribution to political parties.

**44)** Lease payments for assets taken on an operating lease Rs. 83.89 (Previous year Rs. 67.91) are recognized as 'Rent Paid' in the Statement of Profit and Loss.

Lease receipts for assets given on an operating lease Rs. 31.47 (Previous year Rs. 22.54) are recognized as 'Rent Received' in the Statement of Profit and Loss.

#### 45) Related Party Disclosures

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

| Sl.No  | Name of the related party                         | Nature of Relationship    |         |         |
|--------|---|---------------------------|---------|---------|
| 1.     | Mr. Jojo George Pottemkulam                       | Key Management Personnel  |         |         |
| 2.     | Mr. Raghavan Guhan (Up to 23.08.2024)             | Key Management Personnel  |         |         |
| 3.     | Mr. Johny Sebastian Karimpanal (w.e.f 01.10.2024) | Key Management Personnel  |         |         |
| Sl.No. | Name of the related party                         | Transactions of Nature    | 2024-25 | 2023-24 |
| 1.     | Mr. Jojo George Pottemkulam                       | Remuneration              | 12.00   | 10.25   |
|        |   | Sitting Fee               | 0.80    | 0.60    |
|        |   | Dividend Paid             | 2.26    | 1.78    |
| 2.     | Mr. Raghavan Guhan (Up to 23.08.2024)             | Remuneration              | 2.40    | 4.80    |
|        |   | Sitting Fee               | 0.40    | 0.40    |
|        |   | Dividend Paid             | 1.45    | 1.14    |
| 3.     | Mr. Johny Sebastian Karimpanal (w.e.f 01.10.2024) | Remuneration              | 2.40    | Nil     |
|        |   | Sitting Fee               | 0.30    | Nil     |
|        |   | Dividend Paid             | 0.51    | 0.40    |
| Sl.No. | Name of the related party                         | Outstanding Balance as on |         |         |
|        |   | 2024-25                   | 2023-24 |         |
| 1.     | Mr. Jojo George Pottemkulam                       | Nil                       | Nil     |         |
| 2.     | Mr. Raghavan Guhan (Up to 23.08.2024)             | Nil                       | Nil     |         |
| 3.     | Mr. Johny Sebastian Karimpanal (w.e.f 01.10.2024) | Nil                       | Nil     |         |

#### 46) The details of Provisions as per AS 29 are given below:

Rs. in Lakh

| Particulars                                       | Opening Balance | Pay out / Reversals | Additions | Closing Balance |
|---|-----------------|---------------------|-----------|-----------------|
| Provision for Employee Benefits-Bonus & Ex Gratia | 41.87           | 41.87               | 51.53     | 51.53           |
| Provision for Taxation                            | 412.00          | 412.00              | 537.00    | 537.00          |
| Provision for Gratuity                            | 7.50            | 33.22               | 30.21     | 4.49            |
| Provision for Dividend                            | 279.99          | 279.99              | 339.98    | 339.98          |

#### 47) Additional Information

- CIF Value of imports made during the year
- Earnings in foreign exchange (F.O.B. basis)
- Expenditure in foreign currency
- Amount remitted during the year in foreign currency

| 2024-25          | 2023-24          |
|------------------|------------------|
| Rs. 263.25 lakh  | Nil              |
| Rs. 5555.01 lakh | Rs. 2667.95 lakh |
| Rs. 8.20 lakh    | Rs. 3.09 lakh    |
| Rs. 255.23 Lakh  | Rs. 18.88 lakh   |

#### 48) Additional Regulatory Information

- Financial Ratios:

As on 31st March 2025

| Sl No. | Particulars                 | 2024-25          | 2023-24 | % of variance    | Explanation |
|--------|-----------------------------|------------------|---------|------------------|-------------|
|        |                             | Amount           | Ratio   | Amount           | Ratio       |
| I      | Liquidity Ratio (Times)     |                  |         |                  |             |
| 1      | Current Ratio               | 11255.27/6150.89 | 1.83    | 8925.41/5139.67  | 1.74        |
| II     | Solvency Ratio (Times)      |                  |         |                  |             |
| 1      | Debt-Equity Ratio           | 1045.72/15053.43 | 0.07    | 732.60/13211.60  | 0.06        |
| 2      | Debt Service Coverage Ratio | 2978.68/1106.02  | 2.69    | 2320.47/15.06    | 3.04        |
| III    | Profitability Ratio (%)     |                  |         |                  |             |
| 1      | Net Profit Ratio            | 2181.81/44160.06 | 4.94%   | 1678.08/35882.62 | 4.68%       |



|                              |                                  |  |                          |               |                  |        |         |  |
|------------------------------|----------------------------------|--|--------------------------|---------------|------------------|--------|---------|--|
| 2                            | Return on Equity Ratio           | Profit for the year / Shareholders' Funds          | <b>2181.81/15053.43</b>  | <b>14.49%</b> | 1678.08/13211.6  | 12.70% | 14.11%  |  |
| 3                            | Return on Capital employed       | Profit before Interest and Tax/Shareholders' Funds | <b>2762.23/15053.43</b>  | <b>18.35%</b> | 2117.78/13211.6  | 16.03% | 14.47%  |  |
| 4                            | Return on Investment             | Profit before Tax / Shareholders' Funds & Debt     | <b>2732.08/16099.15</b>  | <b>16.97%</b> | 2102.72/13944.2  | 15.08% | 12.54%  |  |
| IV Utilization Ratio (Times) |                                  |  |                          |               |                  |        |         |  |
| 1                            | Trade Receivables Turnover Ratio | Revenue from Operations / Trade Receivables        | <b>44160.06/3795.76</b>  | <b>11.63</b>  | 35882.62/4407.2  | 8.14   | 42.89%  |  |
| 2                            | Inventory Turnover Ratio         | Sale of Products / Inventories                     | <b>42594.95/4132.78</b>  | <b>10.31</b>  | 34260.75/2723.52 | 12.58  | -18.07% |  |
| 3                            | Trade payables Turnover Ratio    | Sale of Products / Trade Payables                  | <b>42594.95/4275.3</b>   | <b>9.96</b>   | 34260.75/3448.27 | 9.94   | 0.28%   |  |
| 4                            | Net capital Turnover Ratio       | Revenue from Operations / Shareholders' Funds      | <b>44160.06/15053.43</b> | <b>2.93</b>   | 35882.62/13211.6 | 2.72   | 8.01%   |  |

b) The title deeds of all the immovable property are held in the name of the company.

c) The Company has not revalued its Property, Plant and Equipment during the current year.

d) Loans or Advances in the nature of loans are not granted by the Company to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

e) There are no transactions with struck off companies under section 248 or 560

f) No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.

g) The Company is neither a holding company nor a subsidiary company.

h) There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237

i) The company has not advanced/loaned/invested (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

j) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

k) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

l) Corporate Social Responsibility (CSR) activities:-

(i) Amount required to be spent by the company during the year- Rs.37.25 Lakh

(ii) Amount of expenditure incurred, - Rs.37.25 Lakh

(iii) Shortfall at the end of the year, - Nil

(iv) Total of previous year's shortfall, -Nil

(v) Reason for shortfall, -NA

(vi) Nature of CSR activities, - Promotion of Education, Providing Health Care & Rural Development.

(vii) Details of related party transactions - As explained herein above, the CSR Activities of the Company are carried out through KCPMC CSR FOUNDATION a trust specifically established for this purpose by the company as per Rule 4(a) of The Companies (CSR Policy) Rules 2014. During the year the Company has contributed Rs. 37.25 lakh to the Trust.

(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.-Nil

m) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**49)** Previous year figures have been regrouped /reclassified wherever necessary to suit the current year's layout.

Sd/-  
UTHAYAKUMAR MANOHARAN  
(DIN: 03091585)  
Chairman

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

Sd/-  
KT THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN:25022112BMRXPB6110

27.08.2025

## The Kerala Cardamom Processing and Marketing Company Limited

Registered Office: K P 1/741 B, Spice House, Thekkady PO, Idukki District - 685 536

CIN: U15495KL1990PLC005656

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

### ATTENDANCE SLIP

I hereby record my presence at the 35th Annual General Meeting of the Company at 02.30 PM on Friday the 26th September 2025 at the Registered office of the Company, KP1/741 B, Spice House, Thekkady P.O, Idukki District - 685 536

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

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

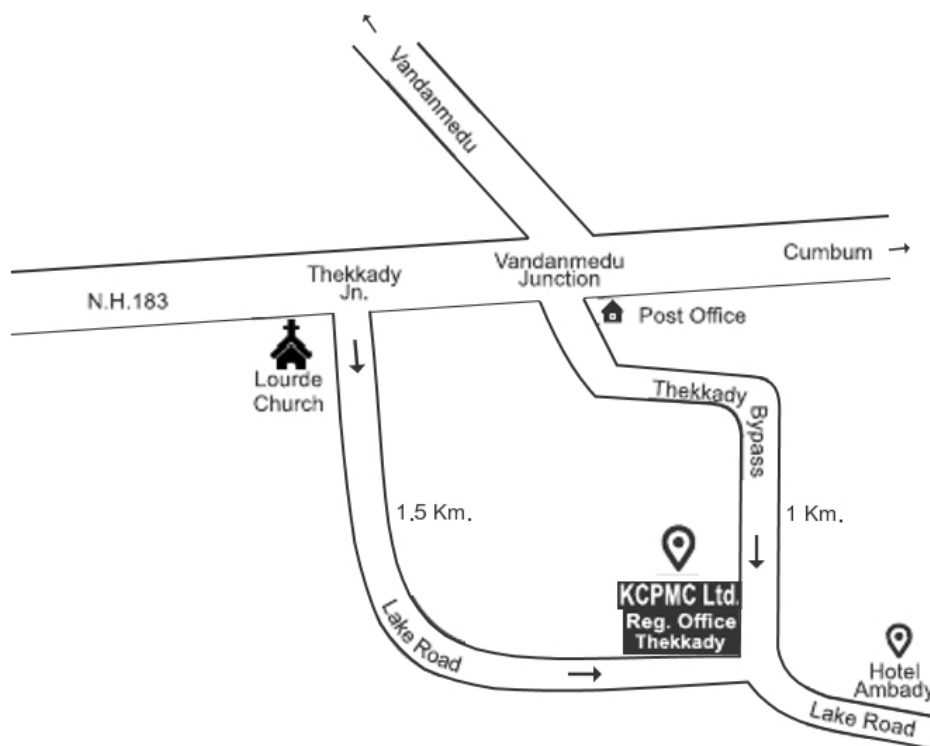
signature of \*shareholder/proxy

\*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.*

..... ✂ ..... (Tear here) ..... ✂ .....





## 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 LIMITED  
Registered Office : KP1/741 B, Spice House, Thekkady PO, Idukki District - 685 536  
Name of the member(s) :  
Registered Address :  
E- mail ID :  
Folio No/Client ID : DP ID:

I / We, being the member of ..... holding ..... shares, hereby appoint.

1. Name : .....  
Address : .....  
E-mail Id : ..... Signature : ..... or failing him
2. 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 35th Annual General Meeting of the Company, to be held on Friday, the 26th September 2025 at 02.30 PM at Registered office –KP1/741 B, Spice House, Thekkady PO, Idukki District- 685 536 and at any adjournment thereof in respect of such resolution as are indicated below.

### Resolution Nos.

1. Adoption of financial statements together with the reports for the year ended 31/03/2025
2. Declaration of dividend
3. Re-appointment of Mr. Jerin Varughese Jacob (DIN: 09166742)) as a director liable to retire by rotation.
4. Re-appointment of Mr. Abraham Karimpanal Ittiavirah (DIN: 02974840) as a director liable to retire by rotation.
5. Re-appointment of Mr. Shamir Ahmed Refai (DIN: 09358767) as a director liable to retire by rotation.
6. Appointment of M/s. Varma and Varma, Chartered Accountants, Ernakulam as the Statutory Auditor of the Company till the conclusion of the Annual General Meeting to be held for the financial year ending 2029-2030.
7. Appointment Mr. Kumaresan Sakthivel (DIN: 06982078) as Director
8. Appointment of Mr. Uthayakumar Manoharan (DIN: 03091585) as director to fill the casual vacancy caused by the resignation of Mr. Johny Mathew.
9. Appointment of Mr. Johny Sebastian Karimpanal (DIN: 10776016) as a Whole-Time Director of the Company, to fill the casual vacancy caused by the resignation of Mr. Raghavan Guhan.
10. Appointment of Mr. Varkey George (DIN: 08439500) as director to fill the casual vacancy caused by the resignation of Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan.
11. Appointment of Mr. Sethuraman Shailendran (DIN: 10776461) as Director.
12. Appointment of Mr. Rajan Scaria (DIN: 10804280) as Director.
13. Appointment of Dr. Mathew Kallarackal Mathew (DIN: 10811168) as Director.
14. Appointment of Mr. Thathuraj Sivakumar (DIN: 10813851) as Director.
15. Appointment of Mr. Methil Sreenivasan Achuthakumar (DIN: 00018643) as an independent director.
16. Appointment of Ms. Minu Mathew (DIN: 05352861) as an independent director.
17. Incorporation of Two new companies as the subsidiaries of The Kerala Cardamom Processing and Marketing Company Limited for doing Hospitality Business and Online Auction Business.

Signed this ..... day of ..... 2025

Signature of shareholder

Signature of Proxy holder(s)

Revenue  
Stamp of  
Re.1/-

1. 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 the Meeting.
2. Revenue stamp should be affixed to this and it should then be signed by the member.

## The Kerala Cardamom Processing and Marketing Company Limited

"Spice House" Thekkady P.O., Idukki Dist., Kerala-685 536,

Telefax : 04869-222865, 222097

E-mail : [info@kcpmc.com](mailto:info@kcpmc.com) • Web: [www.kcpmc.com](http://www.kcpmc.com), [www.purespice.info](http://www.purespice.info), [www.kcpmc.store](http://www.kcpmc.store)

### Regional / Divisional Offices

Kalpetta : 04936-203691

Bodinayakanur : 04546-280765/63

Kanjirappally : 9447177752

### Plantations

- Purespice Plantations

Peechadu, Kallar, Vattiyar PO, Idukki,  
Kerala, 685565.

- Bisonvalley Estate

Pallikunnu PO, Kuttikkanam,  
Idukki, Kerala, 685531.

### Branches:

- Vandanmedu - 6238500826 • Kumily - 6238500823 • Kattappana - 6238500829 • Nedumkandam - 6238500831
- Bisonvalley - 6238500817 • Poopara - 6238500833 • Rajakumary - 6238500835 • Udumbanchola - 6238500832
- Anakkara - 6238500825 • Puliyamala - 6238500827 • Rajakadu - 6238500834 • Anavilasom - 6238500824
- Adimaly - 6238500837 • Chettukuzhy - 6238500828 • Thopramkudy - 9249091863
- Thookkupalam - 9249091862 • Parathodu - 9249091864 • Marykulam - 6238500830
- Kalpetta - 6282901280. • Sulthan Bathery - 6238500841