



**32<sup>nd</sup> ANNUAL  
REPORT  
2021 - 2022**

The Kerala Cardamom Processing and  
Marketing Company Limited



## BOARD OF DIRECTORS

Mr. Johny Mathew (Chairman)  
Mr. Raghavan Guhan (Whole Time Director w.e.f 30.08.2022)  
Mr. Jojo George Pottemkulam (Managing Director)

Mr. R. Sakthi Subramanian (Independent Director)  
Mr. Bobby Tom (Independent Director)  
Mrs. Susan Punnoose (upto 28.09.2021)  
Mrs. Sivakumar Jayakumari (upto 28.09.2021)  
Mr. Kamaraj Ramba  
Mr. Jerin Varughese Jacob (w.e.f 28.09.2021)  
Mrs. Anna Pottamkulam Kurian (w.e.f 28.09.2021)  
Mr. Abraham Karimpanal Ittiavirah (Addl. Director) w.e.f 21.10.2021  
Mr. Shamir Ahmed Refai (Addl. Director) w.e.f 21.10.2021  
Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan  
(Addl. Director) w.e.f 25.02.2022

## 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

## PLANTATION

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

***Dear Shareholders,***

It is with great pleasure that I welcome you to the 32nd Annual General Meeting of your Company. We are once again elated to see you all in person, tending some sense of normalcy to these unprecedented circumstances.

The past two years have already redefined the future for us and as we speak we are in the third year of living with the pandemic. While most of us have accepted this 'new normal', the concerns and challenges that have emerged from the crisis continue to plague all our realms of existence.

As we begin to see a glimmer of hope for a saner economic world, inflationary trends, tightened disposable incomes, supply chain disruptions and geopolitical tensions with the crisis in Ukraine overshadow the situation. Our journey into the future will be shaped by our ability to adapt to the 'new normal' and address emerging challenges with agility, innovative capabilities, inclusivity and resilience.

While the COVID-19 crisis has caused unprecedented disruptions to human life and economic activity, it has also provided multi-dimensional learnings which will power transformational change going forward.

The recent changes have accentuated the need for Digital Transformation and the focus on Sustainable economic activities along the value chain. Our focus will increasingly shift towards ensuring that all activities interacting with our stakeholders – *farmers, traders and consumers* – remain economically viable and relevant, ready to face the pressures of the future. We understand that without our stakeholders we too cannot exist in isolation.

Convenience and speed of delivery of products and services need to be efficient, economically viable and swift, thereby underlining the need for digitally interacting with our stakeholders in all our activities. This is a trend that we can ill-afford to ignore, given these changing times. This may require overhauling the way we do business, but at the same time understanding the needs and challenges of all our stakeholders. A calculated, but steady transformation has become imperative for us and our stakeholders for the future.

Some of these changes have to be swift, while others made in a more calculated, inclusive and focussed manner without negatively disrupting existing equilibriums. Nevertheless, these changes, though painful, will happen and our efforts will be to minimise the impact and to ensure that we handhold all systems, processes and stakeholders to be future ready.

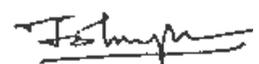
The impact of these changes on Agriculture and related activities also will be felt, as we do not exist in isolation. Costs will continue to rise, and revenues face uncertain fluctuations, rendering the balance and sustainability of agriculture operations in a rather precarious situation. We have to take the lead in devising strategies, systems and processes to ensure continuous steady revenues, sustainable and cost-effective inputs and easier & convenient access to products and services. We will be focussed on these broad parameters as we take the organization forward and future ready.

All of us realise the need to be agile, innovative and fresh thinking to imbibe this 'future' culture. Our focus likewise will also be in inducting fresh minds, strategies and actions for the future. As we approach half a century of existence, we are focussed and duty bound to take this organization on a future path that will have a considerable impact on the society and the community we belong to.

We seek your blessings, inputs and support in all our future ventures as you have always given us in the past.

Thank you and wishing each and every one of us a great future...!

*Thank you,*



**Johny Mathew**  
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 32nd 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 Tuesday the 30th August 2022 at 2.30 PM to transact the following business:

### Ordinary Business

#### Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2022 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 31 March, 2022 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, 2022 and, in this regard, pass the following resolution as Ordinary Resolution:  
"RESOLVED THAT dividend at the rate of Rs.5.50/- (Five rupees and paise fifty 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, 2022 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, 2022."
3. To appoint Mr. Johny Mathew (DIN: 02503346) 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 **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Johny Mathew (DIN: 02503346), 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. Raghavan Guhan (DIN: 06981128) 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 **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Raghavan Guhan (DIN: 06981128), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire not by rotation."
5. Not to fill up the vacancy caused by the retirement by rotation of Director Mr. Kamaraj Ramba (DIN: 05345730) who retires by rotation at the conclusion of this Annual General Meeting and who has expressed his unwillingness to be reappointed and in this regard, pass the following resolution as **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, the company shall not fill up for the time being the vacancy caused by the retirement of Mr.Kamaraj Ramba (DIN: 05345730), a Director, who retires by rotation at this meeting and who has expressed his unwillingness to be reappointed."

### Special Business

6. 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. Abraham Karimpanal Ittiavirah (DIN: 02974840) who was appointed as an Additional Director with effect from 21/10/2021 under Section 161 of the Companies Act, 2013, on the Board of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation with effect from 30.08.2022 on such terms and conditions as decided by the board of directors.

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. Shamir Ahmed Refai (DIN: 09358767) who was appointed as an Additional Director with effect from 21/10/2021 under Section 161 of the Companies Act, 2013, on the Board of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation with effect from 30.08.2022 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 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. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan (DIN:02980614) who was appointed as an Additional Director with effect from 25/02/2022 under Section 161 of the Companies Act, 2013, on the Board of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation with effect from 30.08.2022 on such terms and conditions as decided by the board of directors.
9. 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 sections 196,197,198,203, and other applicable provisions, if any, of the companies act 2013 read with Schedule V of the Companies Act 2013, and the rules there made under, as amended from time to time or any other law for the time being in force(including in statutory modification or amendment thereto or re-enactment thereof for the time being in force) , the approval of the members be and is hereby accorded to the appointment of Mr. Raghavan Guhan (DIN: 06981128), as a whole time director of the company for a period of 5 years effective from 30th August 2022 up on the terms and conditions, including remuneration as set out in the draft agreement is here by approved and sanctioned with liberty to the board of directors to alter and vary the terms and conditions of the said appointment subject to the limits specified under section 197 and schedule V of the companies act 2013.”  
“**RESOLVED FURTHER THAT** subject to the limits specified under sec.197 and schedule V of the Companies Act 2013, remuneration payable to Mr. Raghavan Guhan (DIN: 06981128), shall be as under;  
1. Basic salary of Rs.40000 per month  
2. Other benefits, as per the Company policy.  
“**RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorised to take such steps expedient or desirable to give effect to this resolution”.
10. To consider and if think fit, to pass, with or without modification, the following resolution as special resolution  
“**RESOLVED THAT** pursuant to the provisions of section 14(2) and other applicable provisions, if any, of the Companies act 2013, (including any amendment there to or re-enactment thereof), the Articles of Association of the Company be here by amended or altered by incorporating new articles in the manner and the extend as set out here in below as Article number 14(4)  
Lien to extend to dividends, etc. to lawfully adjust the dividend by the company against any sum due to it from the shareholder in a capacity other than that of a member  
“The company may deduct from any dividend payable to any member/ members/Joint holders of shares, all sums of money, if any, presently payable by him to the company in a capacity other than that of a member .”  
**RESOLVED FURTHER THAT** any one of the directors be and is hereby authorized to file necessary E forms to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.

On behalf of The Board of Directors,  
Sd/-

**Johny Mathew**  
(DIN: 02503346)

Chairman  
Pottamkulam House, Yendayar P.O.  
Kottayam, Kerala- 686514

Thekkady  
30/07/2022

**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 23rd August 2022.
- 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 32nd 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/EvotingInstance And Results.aspx](https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx) or on [www.evotingindia.com](http://www.evotingindia.com) → e-voting Notices – Results 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 30th August 2022.
- 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 23rd August 2022 to 30th August 2022 (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 August 22, 2022. 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 27/08/2022 – 9 am and ends on 29/08/2022 – 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 23/08/2022 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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> <li>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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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 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.</li> <li>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></li> <li>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</li> </ol>

<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<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>
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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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>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 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>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</p>

- (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 <b>OR</b> 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/-

**Johny Mathew**  
(DIN: 02503346)

Chairman  
Pottamkulam House, Yendayar P.O.  
Kottayam, Kerala- 686514

Thekkady  
30/07/2022

## Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013;

### Ordinary Business

#### ITEM NO. 5

In accordance with the provisions of the section 152 of the Companies Act, 2013 and the Article of Association of the company **Mr.Kamaraj Ramba (DIN: 05345730)**, director retires by rotation at the ensuing 32nd Annual General Meeting of the company.

**Mr.Kamaraj Ramba** has informed the Company that he is not seeking re appointment in view of personal reasons.

Further, as per section 152(7) of Companies Act, 2013 the members of the company shall expressly resolve not to fill vacancy i.e. pass a specific resolution not to fill up the vacancy.

The Board of Directors has decided not to fill, for the time being, the vacancy caused due to his retirement.

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

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

## **Special Business**

### **ITEM NO. 6**

The Board of Directors of the Company had appointed Mr. Abraham Karimpanal Ittiavirah (DIN: 02974840) as an Additional Director of the Company with effect from 21/10/2021. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Abraham Karimpanal Ittiavirah 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. Abraham Karimpanal Ittiavirah signifying his candidature as a Director of the Company.

Mr. Abraham Karimpanal Ittiavirah 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. Abraham Karimpanal Ittiavirah, 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. Abraham Karimpanal Ittiavirah, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 6 for approval of the Members.

### **ITEM NO. 7**

The Board of Directors of the Company had appointed Mr. Shamir Ahmed Refai (DIN: 09358767) as an Additional Director of the Company with effect from 21/10/2021. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Shamir Ahmed Refai 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. Shamir Ahmed Refai signifying his candidature as a Director of the Company.

Mr. Shamir Ahmed Refai 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. Shamir Ahmed Refai, 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. Shamir Ahmed Refai, are concerned or interested (financially or otherwise) in this Resolution. The Board commends 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. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan (DIN: 02980614) as an Additional Director of the Company with effect from 25/02/2022. In accordance with the provisions of Section 161 of Companies Act, 2013. Mr Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan 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. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan signifying his candidature as a Director of the Company.

Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan 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. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan, 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. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 8 for approval of the Members.

### **ITEM NO. 9**

Mr. Raghavan Guhan is presently a director of the company and since his appointment as a director during the year 2014 his contribution to all spheres of activities of the company was remarkable.

The directors are of the opinion that the Company should continue to avail of the services of Mr. Raghavan Guhan as a very able and experienced person. Hence the board of Directors at its meeting held on 29/06/2022 has considered it necessary to appoint Mr. Raghavan Guhan as the whole time director of the company for period of 5 years with the effect from 30th August 2022 subject to the approval of the members of the company. The remuneration proposed to be paid to Mr. Raghavan Guhan is within the limits of Companies Act 2013 and the rules made there under.

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

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

The company is carrying out business and other transactions with the general public including the members of the company. The insertion of the new article enables the company to set off the dividends payable by the company against the dues of the members to the company as debtors or otherwise and there by the company is entitled to set it off against any debt due to the company from the shareholder, whether in relation to his shares or not.

There for the new article be inserted as article number 14(4) of our articles of association

The Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution to the extent of their shareholding. The Board commends the Special Resolution set out at Item no. 10 for approval of the Members.

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

<b>Mr.Johny Mathew (DIN: 02503346)</b>	
Age	69
Qualification	XII/SSLC/High/Equivalent
Experience	Vast administrative experience
Terms and conditions of appointment	<b>Mr. Johny Mathew</b> 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.42000 as sitting fee
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on Board	NA
Shareholding in company as on March 31, 2022	14668 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	7
Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2022	Nil

<b>Mr. Raghavan Guhan (DIN: 06981128)</b>	
Age	51
Qualification	Graduate/Equivalent
Experience	Vast administrative experience
Terms and conditions of appointment	<b>Mr. Raghavan Guhan</b> who is retiring by rotation at this AGM is proposed to be reappointed as a director of the company not liable to retire by rotation at this meeting. Further, he is proposed to be appointed as a whole time director of the company for a period of 5 years effective from 30th August 2022.
Remuneration last drawn	Rs.36000 as sitting fee
Remuneration proposed to be paid	Salary Rs.40000/month and other benefits as per existing terms and conditions of the company.
Date of first appointment on Board	NA
Shareholding in company as on March 31, 2022	20750 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	6
Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2022	Nil

<b>Mr. Abraham Karimpanal Ittiavirah (DIN: 02974840)</b>	
Age	61
Qualification	Post Graduate/Master/Equivalent
Experience	Vast administrative experience
Terms and conditions of appointment	<b>Mr. Abraham Karimpanal Ittiavirah</b> 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.6000 as sitting fee
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on Board	NA
Shareholding in company as on March 31, 2022	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	1
Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2022	Nil

<b>Mr. Shamir Ahmed Refai (DIN: 09358767)</b>	
Age	65
Qualification	Graduate/Equivalent
Experience	Vast administrative experience
Terms and conditions of appointment	<b>Mr. Shamir Ahmed Refai</b> 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.18000 as sitting fee
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on Board	NA
Shareholding in company as on March 31, 2022	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, 2022	Nil
<b>Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan (DIN:02980614)</b>	
Age	56
Qualification	Graduate/Equivalent
Experience	Vast administrative experience
Terms and conditions of appointment	<b>Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan</b> 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.6000 as sitting fee
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on Board	Prior to this, he has held the position of the director on the board from 25/09/2014 to 20/12/2017.
Shareholding in company as on March 31, 2022	18700 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	1
Directorships, Memberships / Chairmanships of Committees of other Boards as on March 31, 2022	Nil

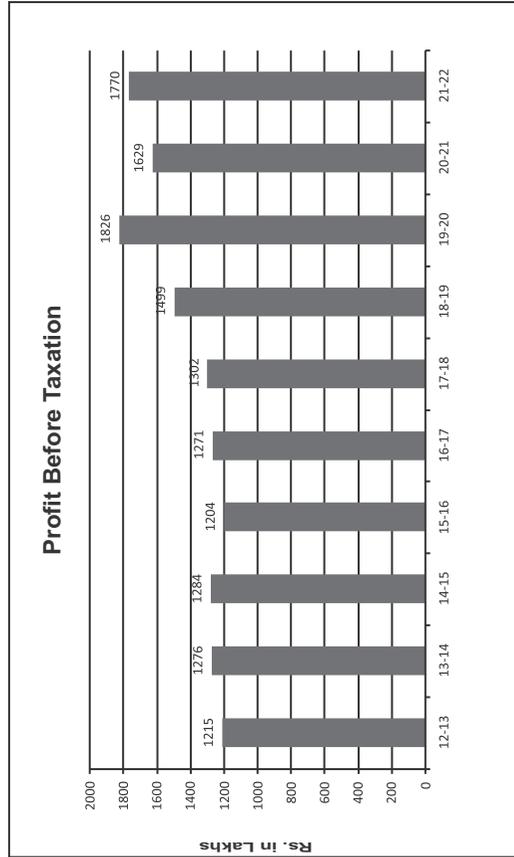
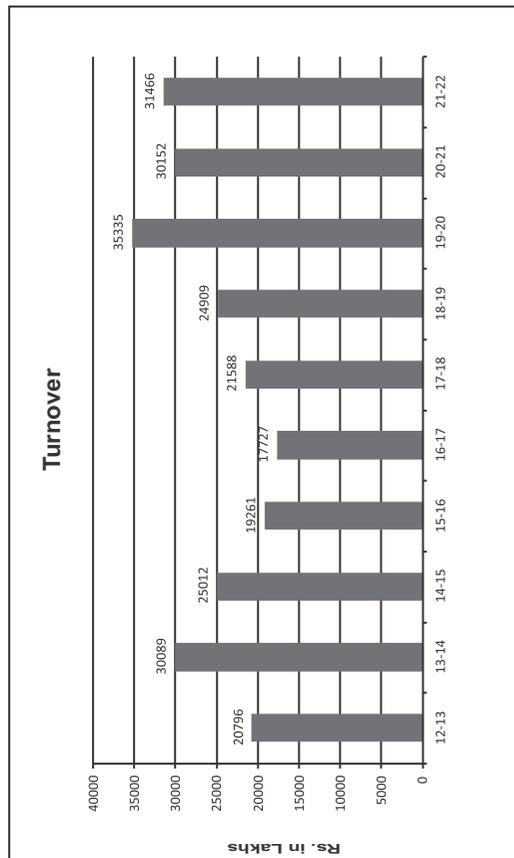
On behalf of The Board of Directors,  
Sd/-

**Johny Mathew**  
(DIN: 02503346)

Chairman  
Pottamkulam House, Yendayar P.O.  
Kottayam, Kerala- 686514

Thekkady  
30/07/2022

FINANCIAL YEAR SUMMARY											
	(Rs. In Lakhs)										
Particulars	11-12	12-13	13-14	14-15	15-16	16-17	17-18	18-19	19-20	20-21	21-22
Sales	19853	20796	30089	25012	19261	17727	21588	24909	35335	30152	31466
Revenue from Operations	20426	21472	30770	25582	19897	18566	22552	25923	36820	31161	32523
Profit before Taxation	1155	1215	1276	1284	1204	1271	1302	1499	1826	1629	1770
Profit after Taxation	759	798	826	838	780	839	879	1091	1410	1287	1287
Share Capital	400	400	400	400	400	400	400	400	400	400	400
Reserves	2093	2751	3411	4098	4733	5403	6114	7011	8221	9309	10375
Gross Fixed Assets	914	1820	1854	1864	1908	2026	2046	2055	5659	6990	7330
Dividend %	30	30	30	30	30	35	35	40	50	50	55



## DIRECTORS' REPORT

### Performance Highlights

Despite a shaky start with the impact of COVID-II, your company managed to perform strong in the latter half of the year. However, the impact of the pandemic continues to have major implications on the industry and supply chains. Low consumption during the pandemic period resulting in carry-over stocks and tepid demand have impacted economic price realisations for most agricultural commodities. Cardamom was not isolated in its impact and hence depressed prices and associated sentiments continue to shadow the industry. Agricultural commodity price realisations continue to be depressed and hence most verticals that we operated also continue to have an impact, though in varying degrees.

The perils of climate change increasingly impact agricultural activity, highlighting the need to sustainable change in products, systems and processes for the future. We understand that we have a crucial role to play here in spearheading the movement for a sustainable future.

The organization performed well in all of its business verticals and consolidated its leadership position in the previous year. While most of our investments in the recent years have settled into their functional spheres, revenues and bottom-lines continue to emerge positively. We are certain these will spread our revenues across verticals, therefore spreading our risks and opportunities more effectively for the future.

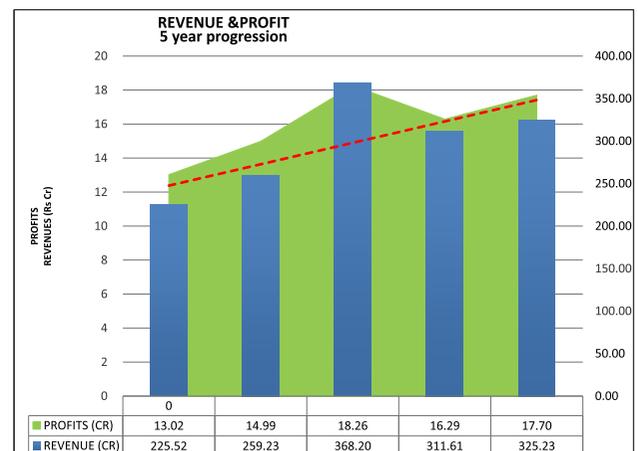
Revenues from operations grew by 4.37% to Rs.325.23 Cr over the past year (Rs.311.61 Cr Prv. Year). The effective bottom lines for the company also grew a reasonable 8.72 % to Rs.17.70 Cr ( Rs.16.28 Cr Prv. Yr)

Our traditional businesses continue to be our mainstay, and we spare no efforts to grow these and support them by new digital and future ready initiatives. New business will also show increasing proportion of revenues and profits in the future.

We had made large investments in new business verticals in the previous years. While these are already making an impact on our revenues, they have also created a major impact in the industry as well. Increased focus on these verticals will help diversify our portfolio and spread our risks and challenges and also open up new opportunities connected to these verticals. We are hopeful that scaling up some of these activities should drive up our revenues in the future years.

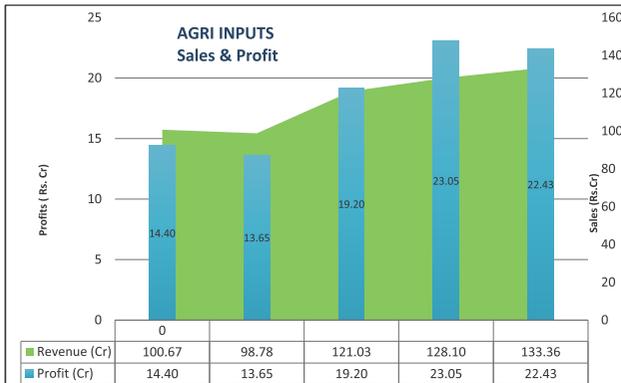
(Rs. in Crores)

Particulars	2021-2022	2020-2021
Revenue from Operations	325.23	311.61
Other Income	3.17	2.09
Profit/Loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	20.26	17.48
Less: Depreciation/ Amortization/ Impairment	2.35	0.92
Profit /Loss before Finance Costs, Exceptional items and Tax Expense	17.92	16.55
Less: Finance Costs	0.22	0.26
Profit /Loss before Exceptional items and Tax Expense	17.70	16.28
Add/(Less): Exceptional items	-	-
Profit /Loss before Tax Expense	17.70	16.28
Less: Tax Expense (Current & Deferred)	4.83	3.41
Profit /Loss for the year	12.86	12.87



### Agro-Inputs distribution:

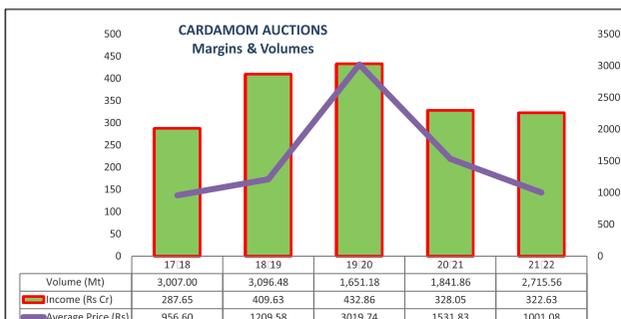
The vertical continues to be our mainstay business and showed reasonable growth in both revenues and bottom-lines. The lack of positive sentiments continues to be a challenge for the segment, but increasing focus on digital tools and marketing push should help garner better market share in the future. A conscious foray into e-commerce platform and omni-channel supplies should further help scale the business. We are excited by the launch of [www.agristore.com](http://www.agristore.com) which we hope will drive a substantial portion of our business in the future. This will in turn ensure growth, fair and economic value to our customers. Meanwhile our traditional channels continue to contribute, as we watchfully strategize the way forward.



### Cardamom Auctions

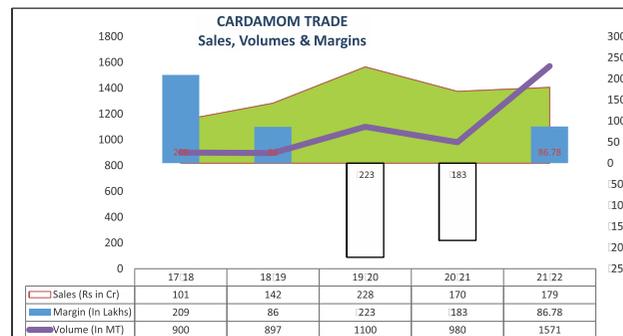
The Auction division has been our 'flagship' vertical and the public face of the organization. This vertical, though delivering outstanding value to our customers, increasingly poses challenges, given the nature of the business and regulatory intervention. The scalability and economically viability of the vertical is bound by extraneous factors and tightly wrapped in regulation. The extreme sensitivity of this business also means that we walk the 'tight-rope' in its operations, often compromising margins to the value and social deliverables that the vertical serves. We need to continuously rediscover this vertical and its operations, increasingly incorporating efficient, digital and cost effective tools for its functioning. We continue to handle more than a fifth of all cardamom volumes today. The impact of low unit prices was offset by an increase in volumes the previous year.

The nature of regulation and its lack of clarity continues to be a hurdle in progressing with much needed changes in this sphere. We had taken the lead role in spearheading the much-needed changes in the cardamom auction process, by going fully digital with sample displays and integrated operations fully online. However, a setback on regulation with the repeal of the farm laws forced us to revert to the legacy system (albeit with a new back-end which has the capability to go digital in the future) We are still highlighting inefficiencies of the system and solutions for 'forced' compromises on available time-slots between service providers. We are aware that the regulator is also walking a thin line in balancing all interests and hence the process could be one that takes a bit longer than required.



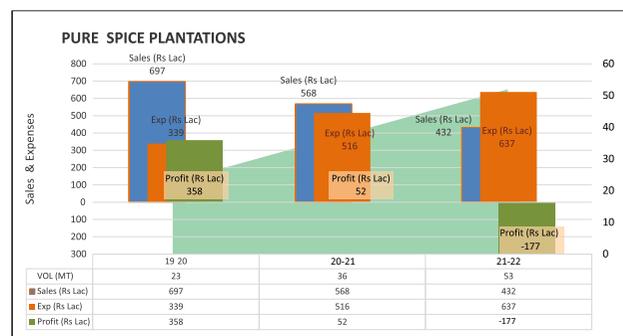
### The Trade division (Cardamom)

The first full year of operations at the new fully automated processing facility in Bodinayakanur, started off with the second phase of the pandemic, resulting in a slow start. We had to overcome the impact of a cessation of business with the second lock down. However, we were able to recover smartly ending the year with a respectable showing both in revenues and bottom line. We did the highest ever processing of cardamom volumes (1571 MT) for the division, also recording a reasonable profit of Rs.86.78 Lakh



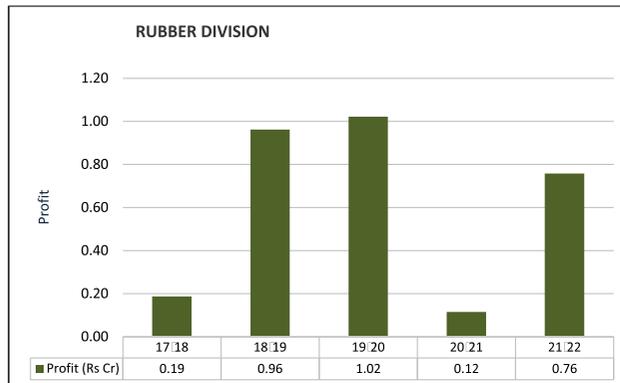
### Purespice Plantations:

Our latest acquisition is into its third year of operations. As we speak, the entire plantation has been freshly rejuvenated and all necessary infrastructure and systems set in place. The first shoots of success have begun showing as the initial areas of planting are coming to yield. We will be fully operational in the coming two years. The project is showing sure signs of progress and we are hopeful it will stand its position of pride in our portfolio of assets soon. We only hope and pray that cardamom prices also revive soon so that the benefits of our efforts show respectably in our bottom lines in this vertical. We are happy to present that this venture today provides direct employment to over 300 families and many more connected jobs to this vertical. The impact of initial spends and low unit realisations are evident in the performance this year. However, the increase in production and rationalisation of expenditure will definitely show a healthy picture in the years to come.



### Rubber Division

The Rubber division also put up a modest, yet better than previous year performance from its operations.



### The 'New-normal':

The second lockdown and the oncoming waves of the pandemic made it amply clear that the future of organisations will depend on how agile and adaptive they are in responding to 'violent' and disruptive changes to its environment. The world has seen unprecedented changes in the past two years and the success and failure of organisations that have adapted to these changes in varying degrees. Though the nature of impact on industries and organisations have been varied, it is clear that those with strong fundamentals and ability to adapt quickly have survived the worst. Digital transformations in operations and systems have become a necessity of the time, that none can afford to ignore.

Drastic change in traditional marketing and commerce structures to digital and ecommerce platforms are also increasingly happening in all sectors. Integration of services, very clearly on the logistical front have also opened up manifold opportunities in the way we do business. It is imperative to build on our traditional strengths utilising these new capabilities that are available today. We realise that we need to adapt quickly and reach the advantages of these new structures of business to our stakeholders, effectively and quickly.

### Challenges & Future

While the nation and its economy has presented a surprising smart recovery, inflationary pressures are presenting another problem. As the true nature of all that is happening around unfolds, many predictions do not present a rosy picture for the immediate future.

Disposable incomes and therefore consumer spending has been considerably impacted among consumers and the impact of these seen particularly in the consumption of non-essentials. The events unfolding in various parts of Europe and the world attitude towards China and Russia threatens to polarise the world into various clusters, the effects of which remain to be seen. However, for now India seems to be poised better than many and the circumstances today should help us move ahead in the immediate future.

All organisations including ours, will have to watch and learn quickly to adapt to changes around us. There is no other time in history that has seen so many changes in such a short time. We have to continuously reinvent ourselves and create structures and systems that are future ready, including those required for the management to take us into the next half a century of our existence. We need to reset our vision for the organization into a more dynamic and future ready one, in tune with the requirements of the times and one that is ready to face the challenges of the future. Our objectives and activities will be increasingly tuned towards our social purpose and sustainable functioning for the future.

Our quest to reinvent agriculture and all around it, to make it more meaningful and economical for all stakeholders and the community, will be revisited with increased vigour and focus. While we settle in our reasonably new ventures, we will also be on the constant search for new initiatives within the broad framework that will add value to the organisation and the community.

### Conclusion

The future belongs to those who look forward to it. As with all periods in history, this one too presents many a challenge and therefore opportunities as well. Those of us who are prepared and embrace these will emerge victorious. We are committed to prepare ourselves for what is ahead and be there among the top in this continuing journey. While at this, our focus will always to enhance value to all our stakeholders and more importantly for our community.

As always, let me place on record our immense gratitude for the support and commitment of all our partners and stakeholders, who are the reason for our existence. On behalf of the Board, I thank you all, our partners, customers, vendors, bankers and regulators and most importantly, our dear shareholders; for your constant encouragement, guidance and support over the years.

## DIVIDEND

Considering the balance amount available to the credit of the Profit & Loss account after transfer of Rs. 1100 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. 5.50 per equity share of the face value of Rs. 10 each (@55%), for the financial year ending March 31, 2022, 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/- (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 2014-15 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 2014-15 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, 2015	September 30, 2015	Rs. 57900	September 30, 2022
March 31, 2016	September 27, 2016	Rs.88200	September 27, 2023
March 31, 2017	September 26, 2017	Rs.106050	September 26, 2024
March 31, 2018	September 27, 2018	Rs.227150	September 27, 2025
March 31, 2019	September 27, 2019	Rs. 393600	September 27, 2026
March 31, 2020	November 6, 2020	Rs. 1480750	November 6, 2027
March 31, 2021	September 28, 2021	Rs. 2571550	September 28, 2028

## MANAGEMENT

### Directors and Key Managerial Personnel

As on 31st March, 2022, the total strength of Board of Directors was 11 with a Chairman, Managing Director, 2 Independent Directors and 1 Woman Director. During the year M/s Mr. Abraham Karimpanal Ittiavirah, Shamir Ahmed Refai and Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan were appointed as Additional Directors and hold

office up to the conclusion of ensuing AGM. Directors Mrs. Susan Punnoose and Mrs. Sivakumar Jayakumari retired during the year and the Company remembers with gratitude the services rendered by Mrs. Susan Punnoose and Mrs. Sivakumar Jayakumari.

#### 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.

#### 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. Johny Mathew (DIN 02503346) and Mr. Raghavan Guhan (DIN:06981128), retire by rotation and they have offered themselves for re appointment.

One of the Directors Mr. Kamaraj Ramba (DIN 05345730) who retires by rotation at this meeting and expressed his unwillingness to be reappointed in this regard due to Personal Reasons.

#### Meetings of the board

The Board met 7 times during the year and on the following dates 27/04/2021, 01/09/2021, 28/09/2021, 21/10/2021, 27/12/2021, 25/02/2022 and 25/03/2022. 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 maximum time gap between the two board meetings exceeded the maximum limit of 120 days which was allowable as per General Circular No.08/2021 dated 03/05/2021.

The composition and category of the Directors along with their attendance at Board Meetings for the financial year 2021-2022 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	7	7
2	Mr. Raghavan Guhan	Vice Chairman	7	6
3	Mr. Jojo George Pottemkulam	Managing director	7	7
4	Mr. Ziauddin Ahamed Kadermohideen	Joint Managing Director (Up to 25.06.2021)	1	1
5	Mr. Karimpanal Ittiavirah Varkey	Director (Up to 11.05.2021)	1	1
6	Mr. Bobby Tom	Independent director	7	7
7	Mr. Rajamanickam Sakthisubramanian	Independent director	7	6
8	Mr. Kamaraj Ramba	Director	7	1
9	Mrs. Susan Punnoose	Women Director (Up to 28.09.2021)	3	-
10	Mrs. Sivakumar Jayakumari	Women Director (Up to 28.09.2021)	3	-
11	Mrs. Anna Pottamkulam Kurian	Women Director (w.e.f 28.09.2021)	4	2
12	Mr. Jerin Varughese Jacob	Director (w.e.f 28.09.2021)	4	2
13	Mr. Abraham Karimpanal Ittiavirah	Additional Director (w.e.f 21.10.2021)	4	1
14	Mr. Shamir Ahmed Refai	Additional Director (w.e.f 21.10.2021)	4	3
15	Mr. Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan	Additional Director (w.e.f 25.02.2022)	2	1

### **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), Sakthi Subramanian (Member) and Bobby Tom (Member).

The Audit Committee met 4 times during the year on the following dates 27/04/2021, 01/09/2021, 21/10/2021 & 25/02/2022.

#### **Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee consists of Johny Mathew (Chairman), Jojo George Pottemkulam (Member), Raghavan Guhan (Member) and Bobby Tom (Member).

The Corporate Social Responsibility Committee met 4 times during the year on 27/04/2021, 01/09/2021, 28/09/2021 & 25/02/2022.

#### **Stakeholders Relationship Committee**

Stakeholders Relationship Committee consists of Johny Mathew (Chairman), Raghavan Guhan (Member) and Jojo George Pottemkulam (Member).

The Stakeholders Relationship Committee met 1 time during the year on 01/09/2021.

#### **Nomination and Remuneration Committee**

Nomination and Remuneration committee consists of Bobby Tom (Chairman), Sakthi Subramanian (Member) and Abraham Karimpanal Ittiavirah (Member).

The Nomination and Remuneration Committee met 1 time during the year on 21/10/2021.

#### **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 21/10/2021.

#### **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 2021-2022, the applicable accounting standards have been followed and there are no material departures.
- 2) The Directors have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of 31<sup>st</sup> March, 2022 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.1651.16 lakhs. During the year the Company has set apart Rs. 33.25 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 exported 316.10 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 is earning commission for arranging sale of Natural Rubber between foreign companies. Total Foreign Exchange earned is Rs. 4385.33 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, 2022, is available on the Company's website and can be accessed at the web link

<http://kcpmc.com/KCPMC%20Annual%20Report%202022.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 shareholders of the company at their Annual General Meeting held on 6<sup>th</sup> November 2020 appointed Mr. K.T. Thomas, Chartered Accountant (Membership number: 022112) as Statutory auditor of the company for a period of five years.

The Auditors report does not contain any qualification, reservation, adverse remark or disclaimer.

### 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 2023.

### c) Secretarial Auditor

The board has appointed Mr. V. J Joseph a Company Secretary in practices to conduct Secretarial Audit for the Financial Year 2021-2022. The Secretarial Audit report for the financial year ended 31<sup>st</sup> March 2022 is annexed herewith as Annexure III to this report. The reply to the qualifications made by the Secretarial Auditor is as follows:

- i) No amount from the unpaid dividend account is due to be transferred to the IEPF as on 31.03.2022. And the company has taken steps to intimate shareholders for claiming unpaid dividend due to them.
- ii) The Company is taking steps to pay ESI dues with the appropriate authorities even though all the employees are covered under Medical Insurance Scheme/Group Personal Accident Policy arranged with M/s United India Insurance Company Limited from the year 2006 onwards and its benefits are comparable with ESI benefits, at

certain circumstances better than ESI also. No amount was recovered from the employees during the period. So their contributions are not remaining unpaid.

#### **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 CDSL / NSDL system. The investors can now avail the depository services with the Depository Participant registered with CDSL / NSDL. 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 31/03/2022;

Description	No of shareholders	Shares	% of Equity
CDSL	16	70609	1.765%
NSDL	52	251010	6.276%
Physical	1058	3678181	91.959%
<b>Total</b>	<b>1126</b>	<b>3999800</b>	<b>100%</b>

#### **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 S.K.D.C. Consultants Limited, our registrar and share transfer agent. Their address is as follows -S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy Post Coimbatore – 641006, Ph: 0422 4958995 /2539835/ 836, Website: <http://www.skdc-consultants.com>, Email: [info@skdc-consultants.com](mailto:info@skdc-consultants.com)

#### **PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

There were no penalties / punishment / compounding of offences for the year ending March 31, 2022.

#### **ACKNOWLEDGEMENT**

Your directors would like to express their sincere appreciation for the assistance and co-operation received from the

banks, Government authorities, customers and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Your Directors are grateful to the Company's valued shareholders for their support and patronage and look forward to receive the same in equal measures in the years to come.

On Behalf of the Board of Directors  
Sd/-

**Johny Mathew**  
(DIN: 02503346)  
Chairman

Pottamkulam House, Yendayar P.O.  
Kottayam, Kerala- 686514

Thekkady  
20/07/2022

## 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/-

**Johny Mathew**  
(DIN: 02503346)  
Chairman

Pottamkulam House, Yendayar P.O.  
Kottayam, Kerala- 686514

Thekkady  
20/07/2022

## 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 it deems 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**

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

#### **Activities / Initiatives earmarked for KCPMC – CSR Initiatives**

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

'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 causes both at individual and organizational levels;

- Medical endowment fund for critically and terminally ill patients

- Education fund for economically backward and deserving cases
- Environmental fund for environmentally sustainable activities.

#### 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.33.25 lakh to the corpus of the Trust. During the year the Trust has spent Rs.14.99 Lakh for promoting Education and Rs.14.65 Lakh for providing Health Care.

#### 2. Composition of the CSR Committee

Name of the Member	Designation
Mr. Johny Mathew	Chairman
Mr. Jojo George Pottemkulam	Member
Mr. Raghavan Guhan	Member
Mr. Bobby Tom	Member

- Average net profit of the Company for last three financial years: Rs.1651.16 lakh.
- Prescribed CSR expenditure (2 % of the amount as in item 3 above): Rs.33.02 lakh.
- Details of CSR spent for the financial year
  - Total amount spent for financial year: Rs.33.25 lakh.
  - Amount unspent if any: Nil
  - 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 <b>Sub-heads: (1) Direct expenditure on projects or program (2) Overheads:</b>	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.33.25 Lakh	Rs.33.25 Lakh	Rs.216.62 Lakh	Contributed to the implementing Agency

- 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.
- 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/-  
Johny Mathew  
Chairman (CSR Committee)  
DIN: 02503346  
Pottamkulam House  
Yendayar P.O. Kottayam  
Kerala- 686514

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

Thekkady  
20/07/2022

**SECRETARIAL AUDIT REPORT  
OF  
THE KERALA CARDAMOM PROCESSING AND MARKETING COMPANY LIMITED  
FOR THE FINANCIAL YEAR ENDED 2021-2022**

[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 31-03-2022 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 31-03-2022 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 not yet claimed by the shareholders till the end of Financial Year 2021-22*

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 except for *Employees' State Insurance Act, 1948 and its rules in which Company has defaulted in the payment of ESI dues with the appropriate authorities for the Financial Year ended 2021-22*

*However, It has been found that, the Company has taken appropriate steps to pay ESI dues with the appropriate authorities even though all the employees are covered under Medical Insurance Scheme/Group Personal Accident Policy arranged by the company in association with M/s United India Insurance Company Limited and, its benefits are comparable with ESI benefits, at certain circumstances, better than ESI also. No amount has been recovered/ deducted from the employees under this head during the financial year and so their contributions are not remaining unpaid.*

- 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  
20/07/2022

Sd/-  
V. J. JOSEPH FCS  
COMPANY SECRETARY IN PRACTICE  
Certificate of Practice No: 3605  
Membership No: 7686  
UDIN: F007686D000809168

## 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 2022, 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, 2022, 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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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.

Ponkunnam  
20/07/2022

Sd/-  
K. T. THOMAS  
Chartered Accountant  
(Membership No. 22112)  
UDIN: 22022112APJGWE1172

**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 Limited  
on the Financial Statements of the company for the year ended 31<sup>st</sup> March, 2022**

- 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. and HDFC 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. and HDFC 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 maintenance of cost records under Section 148(1) of the Act is not applicable to the company since the company is not a manufacturing but only a trading company and the same is not applicable to the services rendered by the company.
  7. (i) According to the records of the company the company is generally regular in depositing undisputed statutory dues with appropriate authorities. The company was Registered under the ESI Act,1948 from 01/02/2018. The amount of contribution to be remitted to the Corporation up to 31-03-2022 is Rs. 1648505/-. The company has not recovered any contributions from the employees from the date of Registration towards the above amount. It is explained that the company has a better medical reimbursement policy for its employees under a scheme with an Insurance Company.
  - (ii) According to records of the company and the information and explanations given to me, there are no statutory dues which have not been deposited on account of any dispute.
  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 term loans have been utilized for the purposes for which they were obtained.
  - (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 our 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. 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.
13. (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.
14. 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.
15. (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.
16. The company has not incurred cash losses in the immediately preceding Financial Year.
17. There has not been any resignation of the statutory auditors during the year.
18. 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.
19. (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.
20. 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.
21. The Company is not a Nidhi Company. Therefore, Clause (22) of the order is not applicable to the Company.

Ponkunnam  
20/07/2022

Sd/-  
K. T. THOMAS  
Chartered Accountant  
(Membership No. 22112)  
UDIN: 22022112APIGW1172

## **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, 2022**

### **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, 2022 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, 2022 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.

Ponkunnam  
20/07/2022

Sd/-  
**K. T. THOMAS**  
Chartered Accountant  
(Membership No. 22112)  
UDIN: 22022112APIGWE1172

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2022

PARTICULARS	NOTE No.	As at 31.03.2022 Rs. in Lakh	As at 31.03.2021 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	10375.19	9308.57
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	33.33	126.65
b) Deferred Tax Liabilities (Net)	6	-	0.91
c) Other Long Term Liabilities	7	-	-
d) Long Term Provisions	8	32.30	30.74
<b>(4) CURRENT LIABILITIES</b>			
a) Short - Term borrowings	9	999.05	1610.18
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	2936.89	3227.77
c) Other Current Liabilities	11	156.39	268.19
d) Short Term Provisions	12	750.16	633.86
<b>TOTAL</b>		<b>15683.29</b>	<b>15606.85</b>
<b>II ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
a) Property, Plant & Equipment and Intangible assets			
i) Property, Plant & Equipment	13	6575.43	6465.60
ii) Intangible assets	13	-	-
iii) Capital work-in-progress	13	74.91	33.13
iv) Intangible assets under development		-	-
b) Non-Current Investment	14	-	-
c) Deferred tax assets (net)	15	3.01	-
d) Long-Term Loans and Advances	16	-	-
e) Other Non-Current Assets	17	10.95	8.88
<b>(2) CURRENT ASSETS</b>			
a) Current investments	18	899.92	649.90
b) Inventories	19	2808.38	2838.04
c) Trade Receivables	20	3372.99	3554.11
d) Cash and Cash Equivalents	21	1071.11	1053.08
e) Short-Term Loans and Advances	22	866.59	1004.11
f) Other Current Assets	23	-	-
<b>TOTAL</b>		<b>15683.29</b>	<b>15606.85</b>

Accompanying notes 1 to 49 form part of the financial statements

As per my separate audit report of even date attached

Sd/-  
JOHNY MATHEW  
(DIN: 02503346)  
Chairman

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

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN: 22022112APJGWE1172

20/07/2022

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

PARTICULARS		NOTE No.	As at 31.03.2022 Rs. in Lakh	As at 31.03.2021 Rs. in Lakh
I	Revenue from operations	24	<b>32522.69</b>	31160.97
II	Other income	25	<b>317.36</b>	208.65
III	Total Income		<b>32840.05</b>	31369.62
IV	Expenses			
	Purchases of Stock-in-Trade	26	<b>28276.48</b>	27584.80
	Changes in Inventories of Stock-in-Trade	27	<b>29.66</b>	(175.37)
	Employee Benefits Expense	28	<b>510.61</b>	496.52
	Finance Costs	29	<b>21.74</b>	26.40
	Depreciation and Amortization Expense	13	<b>234.76</b>	92.37
	Other Expenses	30	<b>1996.79</b>	1716.16
	Total Expenses		<b>31070.04</b>	29740.88
V	Profit before exceptional and extraordinary items and tax		<b>1770.01</b>	1628.74
VI	Exceptional Items:		-	-
VII	Profit before extraordinary items and tax		<b>1770.01</b>	1628.74
VIII	Extraordinary Items		-	-
IX	Profit Before Tax		<b>1770.01</b>	1628.74
X	Tax expense			
	1) Current tax		<b>489.00</b>	395.00
	2) Prior year's tax		<b>(1.67)</b>	(60.88)
	3) Deferred tax Expense/(Income)		<b>(3.93)</b>	7.21
XI	Profit (Loss) for the period from continuing operations		<b>1286.60</b>	1287.40
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>1286.60</b>	1287.40
XVI	Earnings per equity share			
	1) Basic		<b>32</b>	32
	2) Diluted		<b>32</b>	32

Accompanying notes 1 to 49 form part of the financial statements

Sd/-  
JOHNY MATHEW  
(DIN: 02503346)  
Chairman  
20/07/2022

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

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN: 22022112APJGWE1172

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

PARTICULARS	As at 31.03.2022 Rs. in Lakh	As at 31.03.2021 Rs. in Lakh
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	1770.01	1628.74
Adjustments:		
Depreciation/Amortization	234.76	92.36
Finance Cost	21.74	26.40
(Profit)/Loss on sale of assets (net)	(2.89)	(3.68)
Net (gain)/loss of foreign currency translation	(98.53)	(11.67)
Profit on Sale of Mutual Fund Units	(14.55)	(10.52)
Operating Profit before working capital changes      A	<u>1910.54</u>	<u>1721.63</u>
Movements in working capital:		
Increase/(decrease) in trade payable	(290.89)	(388.05)
Increase/(decrease) in Short term borrowings	(611.14)	(460.00)
Increase/(decrease) in Long term borrowings	(93.32)	53.41
Increase/(decrease) in Long term provisions	1.57	12.43
Increase/(decrease) in Short term provisions	2.30	(0.12)
Increase/(decrease) in other current liabilities	(101.80)	181.93
Decrease/(increase) in trade receivables	181.12	732.93
Decrease/(increase) in inventories	29.66	(175.37)
Decrease/(increase) in long term loans and advances	(2.07)	(1.99)
Decrease/(increase) in short term loans and advances	137.52	(87.42)
Net Decrease/(increase) in working capital              B	<u>(747.05)</u>	<u>(132.24)</u>
Cash generated from/(used in) operations              A+B	<u>1163.49</u>	1589.39
Direct Taxes paid ( net of refunds)	(393.33)	(349.13)
Net cash flow from/(used in) operating activities	<u>770.16</u>	1240.26
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(418.68)	(732.48)
Proceeds from sale of fixed assets / Subsidies	35.21	118.76
Purchase of short term liquid funds	(6949.67)	(10139.53)
Redemption of short term liquid funds	6714.20	9600.15
Net cash flow from/(used in ) investing activities	<u>(618.94)</u>	(1153.10)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance cost paid	(21.74)	(26.40)
Dividend paid	(209.98)	(154.80)
Net cash flow from/(used in ) financing activities	<u>(231.72)</u>	(181.20)
Net increase/(decrease) in cash and cash equivalents	(80.50)	(94.04)
Cash and cash equivalents as at the beginning of the Year	1053.08	1135.45
Net gain/(loss) of foreign currency translation	98.53	11.67
Cash and cash equivalents as at the end of the Year	<u>1071.11</u>	1053.08

20/07/2022  
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Managing Director

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN: 22022112APIGW1172

## 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, Cardamom Plantation and Sheet Rubber Trading.

### 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.

Notes forming part of the financial statements for the year ended 31.03.2022

As at 31.03.2022  
Rs. in Lakh

As at 31.03.2021  
Rs. in Lakh

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

Asset	Useful life of the asset (Yrs)	Amount (WDV) Rs. in Lakh
<b>1.Buildings</b>		
	59	267.44
	57	468.26
	53	4.59
	51	90.78
	50	28.63
	42	0.89
	41	1.76
	37	0.88
	36	46.62
	34	0.52
	32	0.37
	29	344.32
	4	53.73
	2	4.57
<b>Total</b>		<b>1313.37</b>
<b>2.Plant &amp; Machinery</b>		
	15	0.19
	14	269.06
	13	77.84
	12	17.04
	11	1.01
	10	3.52
	9	16.87
	8	0.13
	6	4.27
	4	0.07
	3	1.57
	0	0.51
<b>Total</b>		<b>392.06</b>

Asset	Useful life of the asset (Yrs)	Amount (WDV) Rs. in Lakh
<b>3.Furniture &amp; Electrical Fittings</b>		
	10	1.46
	9	24.19
	8	3.56
	7	0.39
	1	0.55
	0	0.78
<b>Total</b>		<b>30.92</b>
<b>4.Motor Vehicle</b>		
	7	10.34
	6	6.46
	5	22.28
	4	3.17
	3	4.09
	1	0.89
	0	0.26
<b>Total</b>		<b>47.49</b>
<b>5.Motor Cycle</b>		
	10	0.42
	7	1.02
	3	0.10
	0	0.03
<b>Total</b>		<b>1.56</b>
<b>6.Computers and Data Processing Units</b>		
	3	3.88
	2	12.36
	1	0.73
	0	1.45
<b>Total</b>		<b>18.43</b>
<b>7.Office Equipment</b>		
	5	0.20
	4	0.25
<b>Total</b>		<b>0.45</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.

**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

Notes forming part of the financial statements for the year ended 31.03.2022	As at 31.03.2022 Rs. in Lakh	As at 31.03.2021 Rs. in Lakh
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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 administered 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. 22.94 lakh (Previous Year Rs. 6.85 lakh) to the Fund. Based on the Present Value of Obligations/Plan Assets as on 31-03-2022 received from the LIC Rs. 24.51lakh (Previous Year Rs. 19.28 lakh) is charged off in the Profit & Loss Account and Rs.32.03 lakh (Previous Year Rs. 30.74 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

	31.03.2022	31.03.2021
<b>1. Assumption</b>		
For Policy No :603000124		
Discount Rate	7%	7%
Salary Escalation	7%	8%
For Policy No :603001501		
Discount Rate	7%	7%
Salary Escalation	8%	8%
<b>2. Changes in present value of Obligation:-</b>		
Present value of obligations as at beginning of year	189.63	172.47
Interest cost	15.41	12.50
Current Service Cost	12.50	11.59
Benefits Paid	(7.98)	(16.40)
Actuarial (gain)/loss on obligations	7.19	6.07
Present value of obligations as at end of year	<b>214.61</b>	<b>186.23</b>
<b>3. Changes in fair value of plan assets :-</b>		
Fair value of plan assets at beginning of year	155.91	154.17
Expected return on plan assets	11.44	10.88
Contributions	22.94	6.85
Benefits Paid	(7.98)	(16.40)
Actuarial gain/(loss) on Plan assets	NIL	NIL
Fair value of plan assets at the end of year	<b>182.31</b>	<b>155.49</b>

Notes forming part of the financial statements for the year ended 31.03.2022	As at 31.03.2022 Rs. in Lakh	As at 31.03.2021 Rs. in Lakh
	31.03.2022	31.03.2021
<b>4. Fair value of plan assets:-</b>		
Fair value of plan assets at beginning of year	155.91	154.17
Actual return on plan assets	11.44	10.88
Contributions	22.94	6.85
Benefits Paid	(7.98)	(16.40)
Fair value of plan assets at the end of year	182.31	155.49
Funded status	(32.30)	(30.74)
Excess of Actual over estimated return on plan assets (Actual rate of return = Estimated rate of return as ARD falls on 31st March)	NIL	NIL
<b>5. Actuarial Gain/Loss recognized:</b>		
Actuarial (gain)/ loss on obligations	(7.19)	(6.07)
Actuarial (gain)/ loss for the year - plan assets	NIL	NIL
Actuarial (gain)/ loss on obligations	7.19	6.07
Actuarial (gain)/ loss recognized in the year	<b>7.19</b>	<b>6.07</b>
<b>6. Amounts to be recognized in the Balance Sheet :-</b>		
Present value of obligations as at the end of year	214.61	186.23
Fair value of plan assets as at the end of the year	182.31	155.49
Funded status	(32.30)	(30.74)
Net asset/(liability) recognized in balance sheet	<b>(32.30)</b>	<b>(30.74)</b>
<b>7. Expenses Recognised in statement of Profit and Loss:-</b>		
Current Service cost	12.50	11.59
Interest Cost	13.27	12.50
Expected return on plan assets	(11.44)	(10.88)
Net Actuarial (gain)/ loss recognized in the year	7.19	6.07
Expenses recognised in statement of Profit and Loss	<b>21.53</b>	<b>19.28</b>
Last year amount recognised during the current year (Due to introduction of new scheme)	<b>2.97</b>	Nil
Total amount recognised in statement of Profit and Loss	<b>24.51</b>	<b>19.28</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 31.03.2022	As at 31.03.2022 Rs. in Lakh	As at 31.03.2021 Rs. in Lakh
<p><b>j) Leases</b> 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.</p> <p><b>k) Taxation</b> 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.</p> <p><b>l) Earnings Per Share</b> Disclosure is made in the Profit and Loss Account as per the requirements of Accounting Standard 20.</p> <p><b>m) Impairment of Assets</b> 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.</p> <p><b>n) Investments</b> 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.907.95 lakh (Prev.Yr.Rs.653.63 Lakh)</p> <p><b>o) Borrowing Cost</b> 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> <p><b>p) Provisions, Contingent Liabilities &amp; Contingent Asset</b> 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 a) possible obligations which will be confirmed only by future events not wholly within the control of the company or b) 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.</p> <p><b>q) Intangible Assets</b> 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 &amp; Loss.</p> <p><b>r) Government Grants</b> Investment Subsidy received from the Ministry of Food Processing Industries, Government of India credited to the value of Fixed Assets (Building, Plant &amp; Machinery).</p> <p><b>s) Net Profit/Loss for the year, Prior period items –</b> These are accounted as per accounting standard 5.</p>		

20/07/2022  
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Managing Director

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN: 22022112APIGWE1172

Notes forming part of the financial statements for the year ended 31.03.2022	As at 31.03.2022 Rs. in Lakh	As at 31.03.2021 Rs. in Lakh
--	---------------------------------	---------------------------------

### 3) Share Capital

#### (a) Authorized

5000000 (5000000) Equity Shares of Rs.10/-Each (Rs. in Lakh) **500.00** 500.00

#### (b) Issued, Subscribed & Fully paid up

3999800 (3999800) Equity Shares of Rs.10/- Each (Rs. in Lakh) **399.98** 399.98

#### (c) Reconciliation of Number of Shares

	31.03.2022		31.03.2021	
	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 (Prev. Yr. 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 (Prev. Yr. Nil)

#### (g) shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts - NIL (Prev. Yr. 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	Sivakumar Jayakumari	Equity	10200	0.26	10200	0.26	NIL
6	K. 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	Anna Pottamkulam Kurian	Equity	7600	0.19	7600	0.19	NIL
10	Jerin Varughese Jacob	Equity	7000	0.18	7000	0.18	NIL
11	Kamaraj Ramba	Equity	13700	0.34	13700	0.34	NIL
12	Thamanan Karunakaran Krishnasamy Suruliyandi Sharavanan	Equity	18700	0.47	18700	0.47	NIL
13	Shamir Ahmed Refai	Equity	7400	0.19	7400	0.19	NIL

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Managing Director

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam

20/07/2022

Notes forming part of the financial statements for the year ended 31.03.2022	As at 31.03.2022 Rs. in Lakh	As at 31.03.2021 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 (Prev. Yr. Nil)		
II) Aggregate number and class of shares allotted as fully paid-up by way of bonus shares - NIL		
III) Aggregate number and class of shares bought back - NIL (Prev. 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(Prev. Yr. Nil)		
(k) Calls unpaid - NIL (Prev. Yr. Nil)		
(l) Forfeited shares (amount originally paid up) - NIL (Prev. 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>9107.74</b>	8007.74
Add:Transfer from Profit & Loss A/c	<b>1100.00</b>	1100.00
	<b>10207.74</b>	9107.74
(c) Surplus in Profit and Loss Account		
Balance at the beginning of the year	<b>61.04</b>	73.63
Add: Profit for the current year	<b>1286.60</b>	1287.40
Less: Proposed Dividend @ Rs.5.5/Share*	<b>219.99</b>	199.99
Less: Transfer to General Reserve	<b>1100.00</b>	1100.00
	<b>27.65</b>	61.04
<b>TOTAL</b>	<b>10375.19</b>	9308.57
* subject to deduction of tax at source		
<b>5) Long - Term borrowings</b>		
<b>A. Secured</b>		
(a) From Banks	-	93.32
(b) From Others	<b>33.33</b>	33.33
<b>TOTAL (Ref: Note No.33)</b>	<b>33.33</b>	126.65
<b>6) Deferred tax (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	-	9.91
b) On account of Grauity Provision	-	(9.00)
<b>TOTAL</b>	-	0.91

20/07/2022

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(DIN: 00050344)  
Managing Director

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam

Notes forming part of the financial statements for the year ended 31.03.2022	As at 31.03.2022 Rs. in Lakh	As at 31.03.2021 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))	<b>32.30</b>	30.74
<b>9) Short Term Borrowings - Secured</b>		
(a) Loans repayable on demand from Banks	<b>999.05</b>	1498.20
(b) Current Maturities of Long Term Borrowings	-	111.98
<b>TOTAL (Ref: Note No.33)</b>	<b>999.05</b>	1610.18
<b>10) Trade Payables</b>		
<b>Creditors:</b>		
For Purchases		
(a) Due to Micro and Small Enterprises	-	-
(b) Due to Others	<b>2899.09</b>	3184.11
(c) For Expenses	<b>37.80</b>	43.66
<b>TOTAL (Ref: Note No.36)</b>	<b>2936.89</b>	3227.77
<b>11) Other Current Liabilities</b>		
(a) Unpaid Dividend	<b>49.25</b>	59.24
(b) Statutory Dues	<b>83.86</b>	167.67
(c) Advance Received from Customers	<b>23.28</b>	39.44
(e) Interest accrued but not due on borrowings	-	1.84
<b>TOTAL</b>	<b>156.39</b>	268.19
<b>12) Short Term Provision</b>		
(a) for Employee Benefits-Bonus & Ex Gratia	<b>41.17</b>	38.87
(b) for Taxation	<b>489.00</b>	395.00
(c) for Proposed Dividend @Rs.5.5/share	<b>219.99</b>	199.99
<b>TOTAL (Ref: Note No.46)</b>	<b>750.16</b>	633.86
<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>(6.38)</b>	-
b) On account of Grautity Provision	<b>9.39</b>	-
<b>TOTAL</b>	<b>3.01</b>	-

20/07/2022

Sd/-  
JOHNY MATHEW  
(DIN: 02503346)  
Chairman

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

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam

(Rs. in Lakh)

**(13) Property, Plant and Equipment**

PARTICULARS	ORIGINACOST			DEPRECIATION / AMORTISATION			WRITTEN DOWN VALUE	
	As at 01.04.2021	Additions (Sale/ Adjustments)	As at 31.03.2022	As at 01.04.2021	For the Year	On (Sale/ Adjustments)	As at 31.03.2022	As at 31.03.2021
<b>Tangible Assets</b>								
Freehold land	4407.79	88.70	4496.50	-	-	-	4496.50	4407.79
Cardamom Leasehold Land	274.65	-	274.65	-	-	-	274.65	274.65
Buildings	1438.93	221.57 *(14.91)	1645.59	219.28	112.94	-	1313.37	1219.66
Plant & Equipment	563.00	31.48 *(15.82)	578.66	108.62	77.99	-	392.06	454.38
Furniture & Fixtures	65.86	10.42	76.27	37.00	8.35	-	30.92	28.85
Motor Vehicles	156.15	-	149.40	85.04	22.04	5.16	47.49	71.11
Motor Cycles	3.65	0.48	4.13	2.12	0.45	-	1.56	1.53
Computers & Data Processing Units	80.16	23.65	103.81	72.55	12.84	-	18.43	7.61
Office Equipments	-	0.60	0.60	-	0.15	-	0.45	-
<b>TOTAL</b>	<b>6990.20</b>	<b>346.18</b>	<b>7329.63</b>	<b>524.60</b>	<b>234.76</b>	<b>5.16</b>	<b>754.20</b>	<b>6465.60</b>
<b>PREVIOUS YEAR</b>	<b>5659.45</b>	<b>1343.25</b>	<b>6990.20</b>	<b>443.77</b>	<b>92.37</b>	<b>11.53</b>	<b>6465.60</b>	<b>5215.68</b>

\*Subsidy amount received

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

**Capital Work-In-Progress**

Pure Spice Plantations Kallar	33.13	26.00	59.13	-	-	-	59.13	33.13
PREVIOUS YEAR	-	33.13	33.13	-	-	-	33.13	-
Motor Vehicle Head Office	-	15.78	15.78	-	-	-	15.78	-
PREVIOUS YEAR	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>33.13</b>	<b>41.78</b>	<b>74.91</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>74.91</b>	<b>33.13</b>
PREVIOUS YEAR	-	33.13	33.13	-	-	-	33.13	-

**CWIP Aging Schedule**

Particulars	Less than 1 year		1 - 2 years		2-3 years		More than 3 years		Total
	2021 - 2022	2020 - 2021	2021 - 2022	2020 - 2021	2021 - 2022	2020 - 2021	2021 - 2022	2020 - 2021	
Projects in Progress	41.78	33.13	33.13	-	-	-	-	-	33.13
Projects Temporarily Suspended	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>41.78</b>	<b>33.13</b>	<b>33.13</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>74.91</b>

Projects which have exceeded their original timeline	Nil
Projects which have exceeded their original Budget	Nil

Sd/-  
JOHNY MATHEW  
(DIN: 02503346)  
Chairman

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

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN: 22022112APJGWE1172

20/07/2022

Notes forming part of the financial statements for the year ended 31.03.2022	As at 31.03.2022 Rs. in Lakh	As at 31.03.2021 Rs. in Lakh
<b>16) Long Term Loans &amp; Advances</b>	-	-
<b>17) Other Non-Current Assets</b>		
Security Deposits	10.95	8.88
<b>18) Current investments</b>		
a) SBI MF Investment (Ref: Note No. 2.4(n))	899.92	649.9
<b>19) Inventories</b>		
(a) Stock in trade	2779.79	2838.04
(b) Others - Cardamom (Plantation)	28.59	-
(Ref: Note No.2.4(c) for method of valuation)	<b>2808.38</b>	2838.04
<b>20) Trade Receivables</b>		
Unsecured considered good	3372.99	3554.11
Less: Provision for Doubtful Debts	-	-
(Ref: Note No.37)	<b>3372.99</b>	3554.11
<b>21) Cash and Cash Equivalents</b>		
(a) Balances with Banks*	766.68	724.02
(b) Unpaid Dividend Account Balance	49.66	59.59
(c) Cheques, Drafts on hand	219.98	229.02
(d) Cash on Hand	34.79	40.45
<b>TOTAL</b>	<b>1071.11</b>	1053.08
* Includes Rs. 120.42 Lakh (Prev. year-Rs.111.71 lakh) as Fixed Deposit which are given as security for Bank Guarantee /Over Draft against Fixed Deposits obtained, out of this fixed deposit worth Rs.115.38 lakh (Prev year-Rs. 111.71 lakh) is of maturity period of more than 12 months.		
<b>22) Short-Term Loans &amp; Advances</b>		
Unsecured considered good		
(a) Advance to Suppliers		
- to Related Parties	-	-
Less: Provision for write off	-	-
(b) to Others	89.51	177.93
(c) Prepaid Insurance	17.12	18.31
(d) Income Tax Advance and TDS	535.11	499.06
(e) Security Deposit	77.08	84.49
(f) GST Input Tax	131.38	202.57
(g) Other Advances	16.39	21.75
<b>TOTAL</b>	<b>866.59</b>	1004.11
<b>23) Other Current Assets</b>	-	-

20/07/2022  
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Managing Director

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam

Notes forming part of the financial statements for the year ended 31.03.2022		2021-2022 Rs. in Lakh	2020-2021 Rs. in Lakh
<b>II NOTES TO STATEMENT OF PROFIT AND LOSS</b>			
<b>24) Revenue from Operations</b>			
(a) Sale of Products			
I-Domestic			
(i) Fertilisers & Neemcake	5434.77	5791.40	
(ii) Plant Protection Chemicals	7207.81	6321.80	
(iii) Rubber Sheet	57.30	153.88	
(iv) Gunnies	161.07	99.49	
(v) Cardamom - Trade	13476.75	15537.86	
(vi) FPS Certificates	48.81	-	
(vii) Cardamom (Auction Sample)	179.95	179.52	
(viii) Plantation Crops - Cardamom	431.88	568.34	
	<b>26998.34</b>	<b>28652.29</b>	
II-Export			
(i) Cardamom - Trade	4468.01	1499.82	
	<b>31466.35</b>	<b>30152.11</b>	
(b) Other Operating Revenues			
I-Domestic			
I) Discount Received	702.84	700.51	
ii) Commission - Auction	271.85	283.15	
II-Export			
I) Commission on Rubber Trade	81.65	25.20	
<b>TOTAL</b>	<b>32522.69</b>	<b>31160.97</b>	
<b>25) Other Income</b>			
(a) Profit on Sale of Mutual Fund Units	14.55	10.52	
(b) Net Gain/(Loss) on sale of Fixed Assets	2.89	3.68	
(c) Transport & Handling charges collected	145.26	147.10	
(d) Rent Received	28.99	28.19	
(e) Net gain/loss of foreign currency translation and transaction	98.53	11.67	
(f) Interest Received on Security deposit and Fixed Deposit with Banks	6.60	6.37	
(g) Export Incentive	7.82	-	
(h) User fee received - Elaichi online auction	12.70	-	
(i) Others	0.02	1.12	
<b>TOTAL</b>	<b>317.36</b>	<b>208.65</b>	
<b>26) Purchases of Stock-in-Trade</b>			
(a) Fertilisers & Neemcake	4503.71	4692.20	
(b) Plant Protection Chemicals	6629.12	5573.14	
(c) Rubber Sheet	57.29	121.02	
(d) Gunnies	154.15	92.56	
(e) Cardamom - Trade	16750.14	16971.58	
(f) Cardamom (Auction Sample)	182.07	134.30	
<b>TOTAL</b>	<b>28276.48</b>	<b>27584.80</b>	
<b>27) Changes in Inventories of Stock in Trade</b>			
Opening Stock- Stock in Trade	2838.04	2662.67	
Closing Stock- Stock in Trade	2779.79	2838.04	
Closing Stock- Others (Cardamom Plantation)	28.59	-	
	<b>29.66</b>	<b>(175.37)</b>	

20/07/2022  
Sd/-  
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Managing Director

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam

Notes forming part of the financial statements for the year ended 31.03.2022	2021-2022 Rs. in Lakh	2020-2021 Rs. in Lakh
<b>28) Employee Benefit Expense</b>		
(a) Salaries & Wages	337.09	284.39
(b) Provident Fund Contribution and other funds	22.08	17.70
(c) Gratuity	24.51	19.28
(d) Marketing & Performance Incentives	90.98	136.83
(e) Staff Welfare Expenses	8.49	9.80
(f) Medical Insurance Premium	18.01	17.72
(g) Salary to Directors	9.45	10.80
<b>TOTAL</b>	<b>510.61</b>	<b>496.52</b>
<b>29) Finance Cost</b>		
(a) Interest on Term Loan	4.01	3.24
(b) Interest on Working Capital loans	1.57	6.48
(c) Other borrowing costs	5.81	6.88
(d) Bank charges	10.35	9.80
<b>TOTAL</b>	<b>21.74</b>	<b>26.40</b>
<b>30) Other Expenses</b>		
(a) Freight and Handling	380.44	246.36
(b) Power & Fuel	20.45	14.21
(c) Rent	63.04	58.64
(d) Repairs to Building	19.77	9.14
(e) Repairs to Others	6.85	13.88
(f) Insurance	8.12	6.25
(g) Rates & Taxes	8.42	108.37
(h) Vehicle Running & Maintenance	43.96	41.03
(i) Grading and Packing Expense	234.57	134.54
(j) Travelling Expense	27.16	22.24
(k) Sitting fee to Directors	2.64	1.50
(l) Selling and Marketing Expense	246.98	256.58
(m) Books & Periodicals	0.96	0.87
(n) Postage and Telephone	10.43	9.70
(o) Printing & Stationery	8.64	7.09
(p) Sales Tax & GST Paid	1.65	3.56
(q) Brokerage and Commission	19.77	9.58
(r) Discount Paid and Price Difference	150.54	121.11
(s) Auction Expense	54.27	42.75
(t) Plantation Expenses	570.26	497.60
(u) Office Expense	12.60	12.61
(v) Other Expenses	7.05	10.70
(w) Professional Charges	20.24	33.95
(x) Software Expenses	18.76	19.45
(y) CSR Expenses	33.25	30.85
(z) Bad Debt written off	21.68	-
(aa) Payment to Auditors		
As Auditor	3.00	2.85
For Taxation Matters	1.00	0.75
For Certification Services	0.29	-
<b>TOTAL</b>	<b>1996.79</b>	<b>1716.16</b>

20/07/2022

Sd/-  
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Chairman

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Managing Director

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN: 22022112APIGW1172

### 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

Nil, Nil (Pr. Yr.)

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

The Company has given guarantee to ICICI Bank Limited & HDFC 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	
	31/03/2022	31/03/2021	31/03/2022	31/03/2021
ICICI BANK LTD	8.00	8.00	3.65	4.81
HDFC BANK LTD	7.00	7.00	-	5.00

##### ii) Commitments -

31/03/2022

31/03/2021

a. Estimated amounts of contracts remaining to be executed on capital account and not provided for

Nil

50 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 schedule:

As on 31 March 2022:

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	-	2931.42	4.40	0.16	0.91	2936.89
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
TOTAL	-	2931.42	4.40	0.16	0.91	2936.89

As on 31 March 2021:

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	-	3208.49	7.31	2.54	9.43	3227.77
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
TOTAL	-	3208.49	7.31	2.54	9.43	3227.77

**37) Trade Receivable ageing schedule:**

As on 31 March 2022:

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	–	3213.00	122.18	31.58	2.65	3.58	3372.99
(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>	–	3213.00	122.18	31.58	2.65	3.58	3372.99

As on 31 March 2021:

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	–	3497.98	21.26	9.57	0.46	3.43	3532.71
(ii) which have significant increase in credit risk	–	–	0.87	9.51	1.23	9.79	21.40
(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>	–	3497.98	22.13	19.08	1.70	13.23	3554.11

**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. 4303.68 lakh (Previous year Rs. 1451.69 lakh)-Commission on Rubber Trade (Export Service) Rs. 81.65 lakh (Previous Year Rs. 25.20 lakh).

**40)** Expenditure in foreign currency -Foreign Travel -Rs. 0.76 lakh (Previous Year – Nil) Total - Rs. 0.76 lakh (Previous year Rs. Nil).

**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	2021-2022 Rs. in Lakh	2020-2021 Rs. in Lakh
1. Segment Revenue		
a) Agro Inputs	13336.34	12809.95
b i) Cardamom Domestic	13525.56	15541.61
ii) Cardamom Export	4468.01	1499.82
c i) Rubber Domestic	57.30	153.88
ii) Commission on Rubber Trade (Export Service)	81.65	25.20
d) Cardamom Auction	621.96	562.16
e) Plantation	431.88	568.35
<b>Net Sale/Income from Operations</b>	<b>32522.70</b>	<b>31160.97</b>
2. Segment Results		
(Profit /(Loss) before Tax and Finance Cost		
a) Agro Input	2243.42	2314.65
b) Cardamom Trade	86.78	(182.54)
c) Rubber	75.78	11.52

Particulars	2021-2022 Rs. in Lakh	2020-2021 Rs. in Lakh
d) Cardamom Auction	322.63	328.05
e) Plantation	(176.74)	52.08
<b>Total</b>	<b>2551.87</b>	<b>2523.76</b>
Less:		
(i) Finance Cost	21.74	26.41
(ii) Other un-allocable expenditure net of un-allocable income	760.12	868.63
<b>Profit before Tax</b>	<b>1770.01</b>	<b>1628.74</b>
Less:		
(1) Current tax	489.00	395.00
(2) Prior year's tax	(1.66)	(60.88)
(3) Defferred tax liability	(3.93)	7.21
<b>Profit after Tax</b>	<b>1286.60</b>	<b>1287.40</b>
<b>3. Segment Assets</b>		
a) Agro Input	2846.46	2310.35
b) Cardamom Trade	3200.07	3874.69
c) Rubber	8.74	8.48
d) Cardamom Auction	1236.09	1630.16
e) Plantation	4310.66	4016.13
<b>Total</b>	<b>11602.02</b>	<b>11839.81</b>
Un allocated corporate assets	4081.27	3767.04
<b>Total assets as per Balance Sheet</b>	<b>15683.29</b>	<b>15606.85</b>
<b>4. Segment Liabilities</b>		
a) Agro Input	1383.93	1137.71
b) Cardamom Trade	891.10	1073.18
c) Rubber	—	6.85
d) Cardamom Auction	649.51	1182.65
e) Plantation	14.89	0.41
<b>Total</b>	<b>2939.43</b>	<b>3400.80</b>
Un allocated Corporate Liabilities	1968.70	2497.50
Shareholders Funds	10775.16	9708.55
<b>Total Liabilities as per Balance Sheet</b>	<b>15683.29</b>	<b>15606.85</b>
<b>5. Capital Employed</b>		
a) Agro Input	1462.53	1172.64
b) Cardamom Trade	2308.96	2801.51
c) Rubber	8.74	1.63
d) Cardamom Auction	586.59	447.51
e) Plantation	4295.77	4015.72
<b>Total</b>	<b>8662.59</b>	<b>8439.01</b>
f) Un allocated Segment Capital Employed	2112.58	1269.54
<b>Total</b>	<b>10775.17</b>	<b>9708.55</b>
<b>6. Capital Expenditure incurred</b>		
a) Cardamom Trade	(19.64)	930.94
b) Plantation	328.04	380.52
c) Plantation (Capital work in progress)	26.00	33.13
d) Un allocated Segment Capital Expenditure incurred (Net)	37.78	31.79
da) Un allocated Segment (Capital work in progress)	15.78	—
<b>Total</b>	<b>387.96</b>	<b>1376.38</b>
<b>7. Depreciation</b>		
a) Cardamom Trade	143.79	31.46
b) Cardamom Auction	0.63	0.76
c) Plantation	45.93	18.50
d) Un allocated Segment Depreciation	44.41	41.65
<b>Total</b>	<b>234.76</b>	<b>92.37</b>
<b>8. Segment Non Cash Expenditure</b>	<b>-</b>	<b>-</b>

43) The amount of 'Others' under Other Expenses in Note 24 includes an amount of Rs. 1.5 lakh (Previous Year –7.5 lakh) incurred towards contribution to political parties.

44) Lease payments for assets taken on an operating lease Rs. 63.04 (Previous year Rs. 58.64) are recognized as 'Rent Paid' in the Statement of Profit and Loss.

Lease receipts for assets given on an operating lease Rs. 28.99 (Previous year Rs. 28.19) 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. K. Zia Ud Din Ahamed	Key Management Personnel		
Sl.No.	Name of the related party	Transactions of Nature	2021-22	2020-21
1.	Mr. Jojo George Pottemkulam	Remuneration	9.00	9.00
		Sitting Fee	0.42	0.30
		Dividend Paid	1.61	1.61
2.	Mr. K. Zia Ud Din Ahamed	Remuneration	0.45	1.80
		Sitting Fee	0.06	0.30
		Dividend Paid	–	0.69
Sl.No.	Name of the related party	Outstanding Balance as on		
		2021-22	2020-21	
1.	Mr. Jojo George Pottemkulam	Nil	Nil	
2.	Mr. K. Zia Ud Din Ahamed	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	38.87	38.87	41.17	41.17	
Provision for Taxation	395.00	395.00	489.00	489.00	
Provision for Gratuity	30.74	22.94	24.50	32.30	
Provision for Dividend	199.99	199.99	219.99	219.99	

47) Additional Information

	2021-22	2020-21
a) CIF Value of imports made during the year	Nil	Nil
b) Earnings in foreign exchange (F.O.B. basis)	4385.33 lakh	1476.89 lakh
c) Expenditure in foreign currency	0.76 lakh	Nil
d) Amount remitted during the year in foreign currency	Nil	Nil

e) There has been no significant impact on the operations and financial position of the company on account of the outbreak of COVID-19 pandemic and consequential lock-down restrictions imposed by the Government.

48) Additional Regulatory Information

a) Financial Ratios:

As on 31 March 2022

		Rs. in Lakh					
Sl No	Particulars	2021-2022		2020-2021		% of variance	Explanation
		Amounts	Ratio	Amounts	Ratio		
I Liquidity Ratio (Times)							
1	Current Ratio	Current Asset/Current Liability	9018.99/4842.49	1.86	9099.24/5740.00	1.59	17.49%
II Solvency Ratio (Times)							
1	Debt-Equity Ratio	Borrowings/Shareholders' Funds	1032.38/10775.17	0.10	1736.83/9708.55	0.18	(46.44%)
2	Debt Service Coverage Ratio	Profit before Interest, Tax and Depreciation / Debt servicing for interest & principal payments	2010.35/210.88	9.53	1730.83/82.09	21.08	(54.78%)

S.No.	Particulars	2021-2022		2020-2021		% of variance	Explanation
		Amounts	Ratio	Amounts	Ratio		
<b>III Profitability Ratio (%)</b>							
1	Net Profit Ratio	Profit for the year / Revenue from Operations	1286.60/32522.70	3.96%	1287.40/31160.97	4.13%	(4.25%)
2	Return on Equity Ratio	Profit for the year / Shareholders' Funds	1286.60/10775.17	11.94%	1287.40/9708.55	13.26%	(9.95%)
3	Return on Capital employed	Profit before interest and Tax/Shareholder's Funds	1775.59/10775.17	16.48%	1638.46/9708.55	16.88%	(2.36%)
4	Return on Investment	Profit before Tax/Shareholders' Funds & Debt	1770.01/11807.55	14.99%	1628.74/11445.38	14.23%	5.34%
<b>IV Utilization Ratio (Times)</b>							
1	Trade Receivables Turnover Ratio	Revenue from Operations / Trade Receivables	32522.70/3372.99	9.64	31160.97/3554.11	8.77	9.97%
2	Inventory Turnover Ratio	Sale of Products / Inventories	31466.35/2808.38	11.20	30152.11/2838.04	10.62	5.46%
3	Trade payables Turnover Ratio	Sale of Products / Trade Payables	31466.35/2936.89	10.71	30152.11/3227.77	9.34	14.69%
4	Net capital Turnover Ratio	Revenue from Operations / Shareholders' Funds	32522.70/10775.17	3.02	31160.97/9708.55	3.21	(5.96%)

- 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.33.02 Lakh  
 (ii) Amount of expenditure incurred, - Rs.33.25 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 Rule4(a) of The Companies (CSR Policy) Rules 2014. During the year the Company has contributed Rs. 33.25 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.

20/07/2022  
Sd/-  
JOHNY MATHEW  
(DIN: 02503346)  
Chairman

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

Sd/-  
K. T. THOMAS  
Chartered Accountant  
Ponkunnam  
UDIN: 22022112APJGWE1172

# 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 32<sup>ND</sup> Annual General Meeting of the Company at 02.30 PM on Tuesday the 30<sup>th</sup> August 2022 at the Registered office of the Company, KP1/741 B, Spice House, Thekkady PO, Idukki District-685 536

Folio No.				
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.....  
Full Name of the \*Shareholder/proxy  
(In block letters)

.....  
signature of \*shareholder/proxy

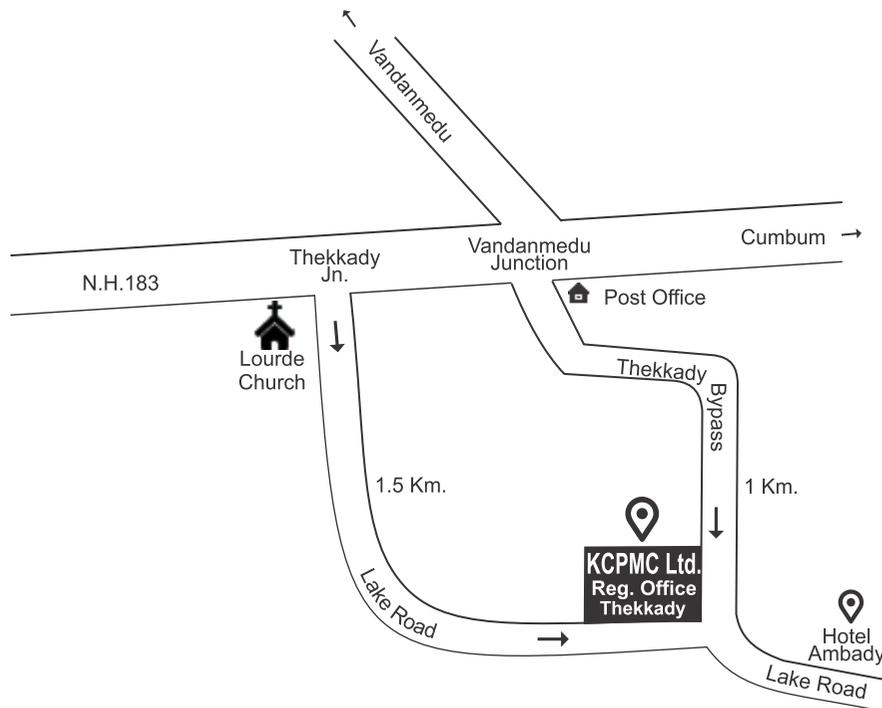
\*strike out whichever is not applicable

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) .....

(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/Clint 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 32<sup>ND</sup> Annual General Meeting of the Company, to be held on Tuesday, the 30<sup>th</sup> August 2022 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 31/03/2022
2. Declaration of dividend
3. Re-appointment of Mr.JOHN Y MATHEW (DIN: 02503346) as a director liable to retire by rotation.
4. Re-appointment of Mr.RAGHAVAN GUHAN (DIN: 06981128) as a director liable to retire not by rotation
5. Retirement of Mr.KAMARAJ RAMBA (DIN: 05345730) as a director liable to retire by rotation and not to fill up his vacancy.
6. Appointment of Mr.ABRAHAM KARIMPANAL ITTIAVIRAH (DIN: 02974840) as Director.
7. Appointment of Mr.SHAMIR AHMED REFAI (DIN: 09358767) as Director.
8. Appointment of Mr.THAMANAN KARUNAKARAN KRISHNASAMY SURULIYANDI SHARAVANAN (DIN: 02980614) as Director.
9. Appointment of Mr.RAGHAVAN GUHAN (DIN: 06981128) as Whole Time Director.
10. Amemdment of Articles of Association - Article 14.

Signed this ..... day of.....2022

Signature of shareholder

Signature of Proxy holder(s)



- 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 • Web: www.kcPMC.com

### Regional / Divisional Offices

Kalpetta : 04936-203691

Bodinayakanur : 04546-280765/63

Kanjirappally : 04828 205338, 203469, 203041

### Plantation

Purespice Plantations

Peechadu, Kallar, Vattiyar P.O, Idukki,  
Kerala, 685565.

### Branches:

- Vandanmedu – 277014 • Kumily – 223482 • Kattappana – 273468 • Nedumkandam – 232438
- Bisonvalley – 285711 • Poopara – 247249 • Rajakumary – 243284 • Udumbanchola – 237427
- Anakkara – 282846 • Puliyamala – 270872 • Rajakadu – 241469 • Anavilasom – 263585
- Adimaly – 296964 • Chettukuzhy – 277565 • Upputhara - 299765