



# ONATTUKARA COCONUT PRODUCER COMPANY LTD.

CIN: U01133KL2015PTC037897

AN ISO 9001:2015 22000:2018 Certified Company

VETTICODE, PALLICKAL P.O, KATTANAM, ALAPPUZHA, KERALA. PIN 690 503

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## DIRECTORS' REPORT

To,  
The Members

Your Directors are pleased to present the 6<sup>th</sup> Annual Report on the business and operations of your Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020.

### 1. FINANCIAL RESULTS

(In Rupees)

Financial Highlights	For the year ending 31 <sup>st</sup> March 2020	For the year ending 31 <sup>st</sup> March 2019
Total Income	2,86,46,653.63	2,01,48,811.51
Total Expenditure (including Depreciation)	3,16,92,374.55	2,57,74,740.90
Profit/(Loss) before Tax	(30,45,720.92)	(56,25,929.39)
Tax (Including deferred tax)	0	0
Profit/(Loss) after Tax	(30,45,720.92)	(56,25,929.39)
Surplus / (Deficit) carried to Balance Sheet	(30,45,720.92)	(56,25,929.39)
Earnings per share	(1.09)	(2.02)

### 2. PERFORMANCE REVIEW & STATE OF AFFAIRS

During the financial year 2019-20, there was an increase in total income from Rs. 2,01,48,811.51/- in the previous year to Rs. 2,86,46,653.63/-. The expenditure during the year has increased from Rs. 2,57,74,740.90/- in the previous year to Rs. 3,16,92,374.55/- and the performance of the Company ended with a loss of Rs. 30,45,720.92/-.

It is imperative that affairs of our Company are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

### 3. LIMITED RETURN ON SHARE CAPITAL

Your Directors are not able to recommend payment of any return on share capital as the Company has incurred loss in the financial year 2019-20 and due to inadequacy of accumulated profits.

### 4. CHANGE IN NATURE OF BUSINESS, IF ANY

During the year, there was no change in the nature of the business of the Company.

### 5. AMOUNTS TRANSFERRED TO RESERVES

The Board of the Company has decided not to carry any amount to its reserves.

### 6. THE AMOUNTS, IF ANY, PROPOSED TO BE DISBURSED AS PATRONAGE BONUS

The Board of Directors of the Company had decided not to disburse patronage bonus.

### 7. CHANGES IN SHARE CAPITAL, IF ANY DURING THE FINANCIAL YEAR

There was no change in the share capital during the financial year. The Authorised share capital of the Company as on 31<sup>st</sup> March, 2020 is Rs. 5,00,00,000/- (Rupees Five Crore Only) consisting of 5000000 equity shares of Rs. 10/- each. As on 31<sup>st</sup> March, 2020, the total issued, subscribed and paid up share capital of the Company is Rs. 2,78,16,070/- (Rupees Two Crore Seventy Eight



Lakhs Sixteen Thousand and Seventy Only) consisting of 2781607 equity shares of Rs. 10/- each.

#### **8. DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued any equity shares with differential rights during the year.

#### **9. DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS**

The Company has not issued any employee stock options during the year.

#### **10. DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES**

The Company has not issued any sweat equity shares during the year.

#### **11. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There were no material changes/events occurred between financial year end date and date of the Board's report.

#### **12. DIRECTORS**

The Board of Directors of the Company is duly constituted and the present structure as on the date of this report is as follows:

Sl. No.	Name	Designation	Date of Appointment	DIN	Status-Resident / Non Resident	Category-Independent / Non Independent	Executive / Non Executive
1)	Baburajan Sukumaran	Director	29/01/2018	02873812	Resident	Non Independent	Non Executive
2)	Koppara Samuel Alexander	Additional Director	03/02/2015	06980751	Resident	Non Independent	Non Executive
3)	Vasukutty Sadasivan	Expert Director	03/02/2015	07003434	Resident	Non Independent	Non Executive
4)	Thomas Thoppil Vadakkathil Thomas	Director	23/06/2016	07556823	Resident	Non Independent	Non Executive
5)	Ajayakumara Kurup Kaleekavadakathil Ramakrishna Kurup	Director	22/08/2016	07595637	Resident	Non Independent	Non Executive
6)	Lelithamba	Director	26/04/2017	07805107	Resident	Non Independent	Non Executive

On 13.04.2020, Mr. Koppara Samuel Alexander (DIN - 06980751), Mr. Thomas Meenathethil Mathunny (DIN - 06981038), Mr. Mohanan kuttan Vaidyan (DIN - 06981020), Mr. Vasukutty Sadasivan (DIN - 07003434), Mr. Sukumaran Kochummini (DIN - 06981029), Mr. Vaman Achuthan (DIN - 06981036) and Mr. Ravi Narayanan (DIN - 07003166) were retired due to the expiry of their tenure as directors.

Mr. Koppara Samuel Alexander (DIN - 06980751) and Mr. Vasukutty Sadasivan (DIN - 07003434) were appointed as the Additional Director & Expert Director of the Company



respectively with effect from 14.04.2020 for a period of 3 years subject to the approval of shareholders in the ensuing Annual General Meeting. The necessary resolutions with regard to their appointment are put forward in the notice for your approval.

### 13. CHIEF EXECUTIVE OFFICER

The Company is covered under Section 581W of the Companies Act, 1956. The Company had appointed Mrs. Remany Gopalakrishnan as the CEO of the Company with effect from 02.01.2020.

### 14. THE DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

During the year, following directors/key managerial personnel were appointed/resigned from the Company:

Sl. No.	Date	Name of Director	DIN/PAN	Designation	Appointment/Cessation
1	11.06.2019	Gopakumar Erekalpadeettathil Vasudevaku	07074314	Director	Cessation
2	02.01.2020	Remany Gopalakrishnan	AAQPG8283 M	CEO	Appointment

### 15. NUMBER OF BOARD MEETINGS HELD AND THE DATE ON WHICH HELD

The Board of Directors had held Twelve Board Meetings during the year. The dates on which the meetings were held are as follows:

03.04.2019	29.04.2019	29.05.2019	11.06.2019
13.07.2019	21.08.2019	02.09.2019	31.10.2019
20.11.2019	09.12.2019	02.01.2020	27.01.2020

The maximum time gap between any two meetings was not more than 120 days.

### 16. NUMBER OF COMMITTEE MEETINGS HELD AND THE DATE ON WHICH HELD

No committee meetings held during the year.

### 17. ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS & LAST ANNUAL GENERAL MEETING

Name of the Director	Attendance particulars			Shareholding in the Company (Face value of Rs. 10/- each)
	Board Meetings	Last AGM (28.09.2019)	Adjourned AGM (27.12.2019)	
Baburajan Sukumaran	8/12	Present	Present	62499
Koppara Samuel Alexander	12/12	Present	Present	12515
Vasukutty Sadasivan	6/12	Present	Present	12640
Thomas Thoppil Vadakkathil Thomas	7/12	Present	Present	12499
Ajayakumara Kurup Kaleekavadakathil Ramakrishna Kurup	9/12	Present	Present	1025
Lelithamba	2/12	Present	Present	10000



Mohanan Kuttan Vaidyan	8/12	Present	Present	2500
Sukumaran Kochummini	3/12	Present	Present	12515
Vaman Achuthan	3/12	Present	Present	12515
Thomas Meenathethil Mathunny	7/12	Present	Present	12515
Ravi Narayanan	9/12	Present	Present	12515

#### **18. INDEPENDENT DIRECTORS & STATEMENT OF DECLARATION**

The Company is not covered under section 149 (4) of the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

#### **19. WOMEN DIRECTOR**

The Company is not covered under rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Hence it is not mandatory to appoint women director in the Board.

#### **20. NOMINATION AND REMUNERATION COMMITTEE & POLICY**

The Company is not covered under section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. Hence there was no constitution of Nomination and Remuneration Committee.

#### **21. DETAILS OF THE REMUNERATION PAID TO MANAGING DIRECTOR FOR THE YEAR**

During the period, no remuneration was paid to Managing Director.

#### **22. REMUNERATION PAID TO NON EXECUTIVE DIRECTORS**

No Remuneration was paid to Non Executive Directors.

#### **23. AUDIT COMMITTEE**

The Company is not covered under section 177 of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, hence not required constituting Audit Committee.

#### **24. VIGIL MECHANISM**

The Company is not covered under section 177 (9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and hence not required to establish Vigil Mechanism.

#### **25. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Company is in the process of constituting the Committee.

#### **26. STATUTORY AUDITOR**

At the Adjourned AGM held on December 22<sup>nd</sup>, 2018 the members approved the appointment of M/s. G S P AND COMPANY (FRN: 018184S), Chartered Accountants, T.C.9/2652 (2), A27/1, A-Lane, Elenkom Gardens, Vellayambalam, Sasthamangalam.P.O, Thiruvananthapuram, Kerala, India, 695010, as the Statutory Auditors for a period of five years commencing from the conclusion of the 4<sup>th</sup> AGM till the conclusion of the 9<sup>th</sup> AGM subject to ratification by the members every year. The board has proposed to ratify the appointment of M/s. G S P AND COMPANY (FRN: 018184S), Chartered Accountants, T.C.9/2652 (2), A27/1, A-Lane, Elenkom Gardens, Vellayambalam, Sasthamangalam.P.O, Thiruvananthapuram, Kerala, India, 695010, as Statutory Auditor of the Company from the conclusion of 6<sup>th</sup> Annual General Meeting till the conclusion of the 7<sup>th</sup> Annual General Meeting to be held in the year 2021.

The Company has received a letter from M/s. G S P AND COMPANY (FRN: 018184S), Chartered Accountants, T.C.9/2652 (2), A27/1, A-Lane, Elenkom Gardens, Vellayambalam, Sasthamangalam.P.O, Thiruvananthapuram, Kerala, India, 695010, to the effect that their



appointment as Statutory Auditors, would be within the limits under Section 141 of the Companies Act, 2013.

#### **27. AUDITORS REPORT**

The Report of the Auditors of the Company and notes to accounts are self-explanatory except to the extent of the qualifications which is replied in the Addendum to the director's report that forms part of this report as **Annexure I**.

#### **28. COST AUDITORS**

The Company is not required to appoint Cost Auditor under section 148 of the Companies Act, 2013.

#### **29. MAINTENANCE OF COST RECORDS**

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable for the Company as overall turnover from all products is not more than thirty five crores during the preceding financial year.

#### **30. SECRETARIAL AUDIT REPORT**

The Company is not covered under section 204 of the Companies Act, 2013 and hence not required to annex Secretarial Audit Report.

#### **31. DEPOSITS**

In terms of the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, as amended, the Company has not accepted any deposits and as such no amount of principal or interest was outstanding as on the date of the Balance Sheet.

The Company has accepted share application money and the same is pending for allotment. The amount of share application money pending allotment outstanding as on 31<sup>st</sup> March, 2020 is Rs. 14,88,930.

#### **32. LOANS, GUARANTEES AND INVESTMENTS**

The Company has neither granted any loans, secured or unsecured to companies, firms or other parties nor given guarantees or made investments within the meaning of Section 186 of the Companies Act, 2013 and rules made there under during the year.

#### **33. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES**

The Company has no subsidiary or Joint Venture or Associate Companies.

#### **34. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

As per Section 134(3)(h) of the Companies Act, 2013 the particulars of Contracts or Arrangements with related parties within the meaning of Section 188 is provided in the prescribed Form AOC-2 and forms part of this Report as **Annexure II**.

#### **35. CORPORATE SOCIAL RESPONSIBILITY**

The Company is not covered under section 135 of the Companies Act, 2013 and hence not required to constitute Corporate Social Responsibility Committee.

#### **36. EXTRACT OF ANNUAL RETURN**

As required under Section 134(3) (a) of the Companies Act 2013, an extract of the Annual Return under Section 92 in the prescribed Form MGT-9 is set out as **Annexure III** attached hereto and forms part of this report.

#### **37. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**



The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the Financial Year 2019-20, there were no cases reported or filed regarding sexual harassment of women at workplace.

#### **38. FRAUD REPORTING**

During the year, there were no cases regarding fraud have been reported to the Board/Central Government.

#### **39. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

No order has been passed by the Regulators/Courts/Tribunal which impacts the going concern status or Company's operations.

#### **40. VOLUNTARY REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT**

There was no voluntary revision of Financial Statements or Board's Report in respect of preceding three financial years.

#### **41. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has adequate internal control and process on place with respective Financial Statements which provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial Statements. This Controls and processes are driven through various policies, procedures and certification. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

#### **42. FORMAL ANNUAL EVALUATION**

The Company is not covered under section 134 (3) (p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014 and hence the statement regarding manner adopted for formal annual evaluation is not mandatory.

#### **43. RISK MANAGEMENT**

The Companies risk management frame work is based on a clear understanding of various risks, disciplined risk assessment and measurement procedures and continues monitoring. The policies and procedures established for this purpose are continuously reviewed. The business activities are undertaken within this frame work.

The framework reviews the level and direction of major risk pertaining to credit, market, liquidity, operational, compliance and management.

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

The information required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 is set out as **Annexure IV** attached hereto and forms part of this report.

#### **45. UNSECURED LOAN FROM DIRECTORS**

During the Financial Year 2019-20, the Company has accepted additional unsecured loan from Directors of the Company. The Company has also obtained Declarations pursuant to Rule 2 (c) (viii) of the Companies (Acceptance of Deposits) Rules, 2014 from them, to the effect that the amount is not being given out of funds acquired by them by borrowing or accepting loans or



deposits from others. The Company has repaid unsecured loan. Details of loan accepted from directors and repaid during the year is as follows:

Name of Director	Loan Accepted	Loan Repaid	Loans outstanding as on 31.03.2020
Koppara Samuel Alexander	61,83,475.34	32,73,558.00	52,44,071.10
Baburajan Sukumaran	12,39,751.00	7,34,230.00	5,05,521.00

#### 46. DIRECTORS' RESPONSIBILITY STATEMENT

In compliance to the provisions of Section 134 (5) of the Companies Act, 2013 your Directors wish to confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and 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 the financial year and of the profit and loss of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis; and
- (v) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

#### 47. SECRETARIAL STANDARDS

Your directors wish to confirm that the applicable secretarial standards has been complied by the Company.

#### 48. APPRECIATION

We take this opportunity to thank all employees for their contribution to the growth and success of your Company. We would also like to thank bankers, stakeholders and business associates for their extended support during the year.

For and on behalf of the Board of

**ONATTUKARA COCONUT PRODUCER COMPANY LIMITED**



Koppara Samuel Alexander  
**Chairman cum Additional Director**  
(DIN: 06980751,  
Address: Koppara Peedikayil, Kattachira,  
Pallickal P.O, Bharanikavu, Alappuzha,  
Kerala, India, 690503)



Baburajan Sukumaran  
**Director**  
(DIN: 02873812,  
Address: Chaithram  
Kattachira, Bharanikavu, Pallikkal,  
Alappuzha, Kerala, India, 690503)

Place: Kattanam  
Date: 14.11.2020

**Addendum to the Director's Report**

**Auditor Qualifications:**

1. The company has disclosed share application money received pending allotment aggregating to 14,88,930/- in Note 5 of the financial statements which is outstanding from 01<sup>st</sup> April 2019. However, such shares have not been issued till 31 March 2020. The company has accepted share application money in cash, has kept such moneys received in its operating bank account and utilized the same fully for business purposes.

**Reply:**

The Company will consider the matter and will take necessary steps.

2. In respect of trade receivables, trade payables, short term borrowings and certain current liabilities, external confirmations of the balances are not available. Due to non-availability of confirmation of balances, we are unable to quantify the impact, if any, arising from the confirmation of balances.

**Reply:**

The Company will consider the matter and will take necessary steps in this regard.

3. The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets. Fixed asset register needs to be maintained by the company showing invoice wise asset addition details.

**Reply:**

The Company will consider the matter and will take necessary steps in this regard.

For and on behalf of the Board of  
**ONATTUKARA COCONUT PRODUCER COMPANY LIMITED**



Koppara Samuel Alexander  
**Chairman cum Additional Director**  
(DIN: 06980751,  
Address: Koppara Peedikayil, Kattachira,  
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**Director**  
(DIN: 02873812,  
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Alappuzha, Kerala, India, 690503)

Place: Kattanam  
Date: 14.11.2020



**Annexure II****Form No. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto**

Details of material contracts or arrangements or transactions at arm's length basis

Sl. No. 1	Particulars	Details
a)	Name of the related party & nature of relationship	Koppara Samuel Alexander Chairman cum Director
b)	Nature of contracts/arrangements/transaction	Rent for Vehicle
c)	Duration of the contracts/arrangements/transaction	One Year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 1,20,000/-
e)	Date of approval by the Board	Approved in the Board meeting held on 03.04.2019 and ratified in subsequent meetings.
f)	Amount paid as advances, if any	Nil

Sl. No.2	Particulars	Details
a)	Name of the related party & nature of relationship	Muttakulam Meghala CPS Relative of Chairman
b)	Nature of contracts/arrangements/transaction	Purchase of goods & Sale of goods
c)	Duration of the contracts/arrangements/transaction	One Year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchase- Rs. 3,45,266/- Sales- Rs. 58,258/-
e)	Date of approval by the Board	Approved in the Board meeting held on 03.04.2019 and ratified in subsequent meetings.
f)	Amount paid as advances, if any	Nil

For and on behalf of the Board of  
**ONATTUKARA COCONUT PRODUCER COMPANY LIMITED**



Koppara Samuel Alexander  
**Chairman cum Additional Director**  
(DIN: 06980751,  
Address: Koppara Peedikayil, Kattachira, Pallickal P.O,  
Bharanikavu, Alappuzha,  
Kerala, India, 690503)

Place: Kattanam  
Date: 14.11.2020



Baburajan Sukumaran  
**Director**  
(DIN: 02873812,  
Address: Chaithram  
Kattachira, Bharanikavu, Pallikkal,  
Alappuzha, Kerala, India, 690503)



**Annexure IV**

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 and forming part of Directors Report for the year.

**(A) CONSERVATION OF ENERGY**

The steps taken or impact on conservation of energy	Application submitted to State Govt. for laying solar panel, as alternate source of electricity. Result awaited.
The steps taken by the company for utilizing alternate sources of energy	-
The capital investment on energy conservation equipments	-

**(B) TECHNOLOGY ABSORPTION:****Technology absorption, adaptation and innovation**

Efforts, in brief, made towards technology absorption, adaptation and innovation	Modern copra dryer utilized for drying of coconut.
Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc	Helps to improve the quality of raw materials for oil making and also improve the quality final product.
In case of imported technology following information may be furnished: a. Technology imported b. Year of import c. Has technology been fully absorbed? d. If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action.	NIL

**Research and development (R & D)**

Specific areas in which R & D carried out by the company	Manufacture of coconut value added products
Benefits derived as a result of the above R&D	Rs. 10.63 lakh accrued from sale of value added products
Future plan of action	Activities proposed to be widened.
Expenditure on R & D: a. Capital b. Recurring c. Total d. Total R & D expenditure as a percentage of total turnover	a) 0.75 lakhs b) 3 lakhs c) 3.75 lakhs d) 1.3%



**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

a. Activities relating to exports; b. Initiatives taken to increase exports; c. Development of new export markets for products and services; d. Export plans;	Communication progressing with a US firm to commence export.
a. Total foreign exchange used b. Total foreign exchange earned	NIL NIL

For and on behalf of the Board of  
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