



Annual Report 2015-16

On Roads To Future



CCL International Ltd.

C-42, Opp. Yes Bank, RDC, Raj Nagar, Ghaziabad, India-201002
T: +91 120 4214258 | mail@creteroads.com | www.creteroads.com

Cotton | Commodities | Ceramics | Concrete | Hospitality | Creteroads



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Annual General Meeting : Friday, 30 September, 2016

Time : 11:00 a.m

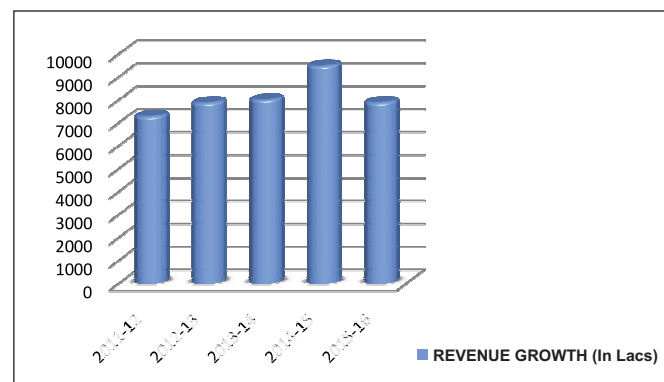
Venue : Hotel "Golden Palm" at Plot No.
6C, Mandawali, Fazalpur, Delhi 92

Forward Looking Statements

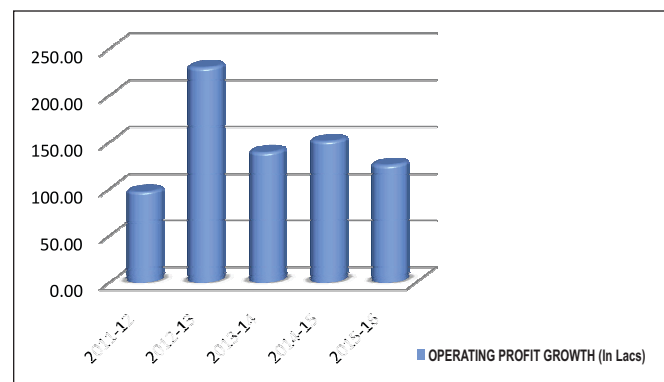
In this Annual Report, we have disclosed forward-looking information to enable investors to fully appreciate our prospects and take informed investment decisions. These include all statements including those regarding the financial position, business strategy, management plans and objectives for future operations. We have tried, where possible, to identify such statements by using words such as 'anticipate', 'expect', 'project', 'intend', 'plan', believe, and words of similar substance in connection with any discussion of future performance. Forward-looking statements are necessarily dependent on assumptions, data or methods that may be incorrect or imprecise and that may be incapable of being realized, and as such, are not intended to be a guarantee of future results, but constitute our current expectations based on reasonable assumptions. Actual results could differ materially from those projected in any forward-looking statements due to various events, risks, uncertainties and other factors. We neither intend to nor assume any obligation to update or revise any forward looking statements, whether as a result of new information, future events or otherwise.

KEY PERFORMANCE INDICATORS

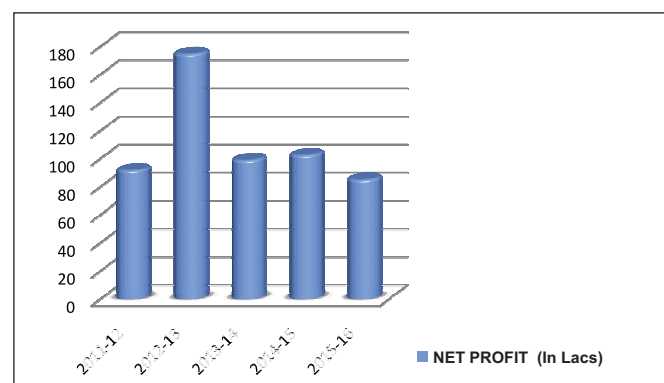
Revenue Growth (In Lacs)



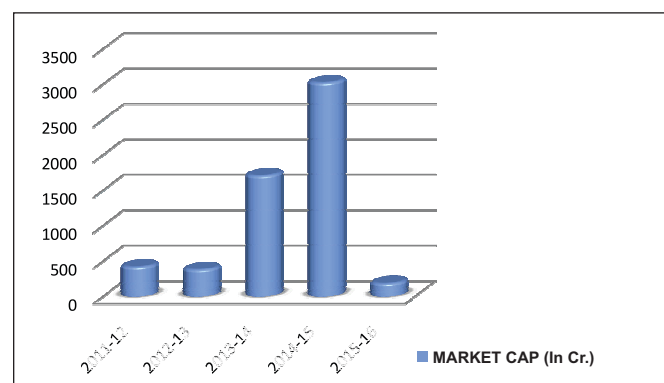
Operating Profit Growth (In Lacs)



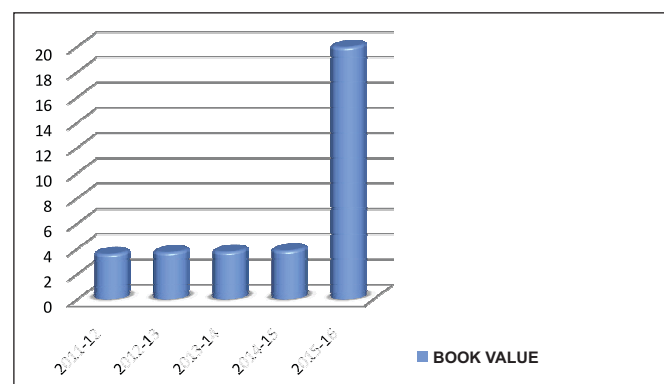
Net Profit (In Lacs)



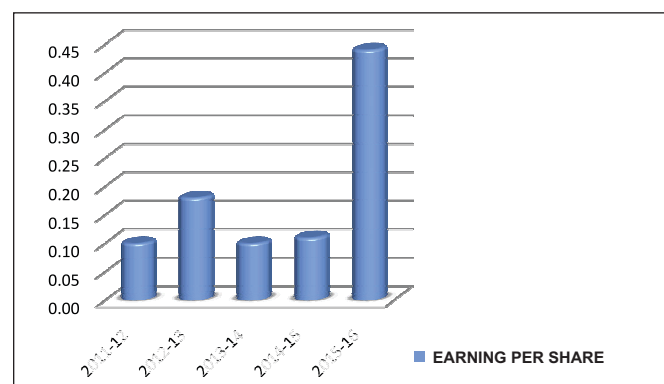
Market Cap (In Cr.)



Book Value



Earning Per Share



Note: During the year 2015-16, the company has consolidated every 5 (Five) existing equity shares of nominal face value of Rs. 2/- (Rupees Two Only) each fully paid up into 1 (One) equity share of nominal face value of Rs. 10/- (Rupees Ten Only) each fully paid-up.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Akash Gupta (Managing Director cum Chairman)
Rama Gupta (Promoter, Executive Director)

Non Executive Director

Anil Kumar (Promoter, Non-Executive Director)

Independent Director

Arvind Sharma (Independent Director)
Mool Chand Garg (Independent Director)
Hari Om Agarwal (Independent Director)

Professional Directors

Mukesh Kumar Sharma (Professional Director)

REFERENCE INFORMATION

Registered Office

M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, New Delh -110033.
 Ph-No. 011 -22457275

Corporate office

C-42, RDC, Raj Nagar, Ghaziabad -201002.
 Ph-No. 0120 -4214258

Factory Address

A-18 M.I.A., Alwar, Rajasthan
 Ph-No. 0144 -2882114

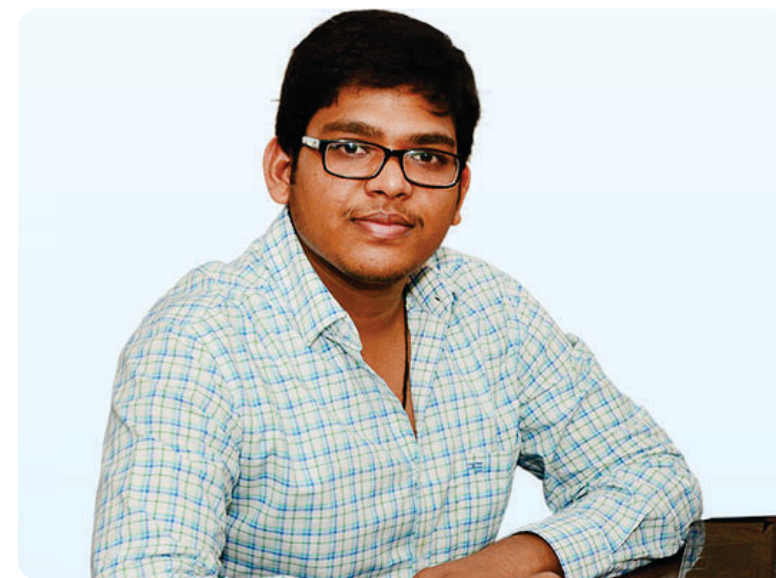
BANKERS

Private Sector Banks

IDBI Bank
HDFC Bank
ICICI Bank

Public Sector Banks
<i>Oriental Bank of Commerce State Bank of India Bank of Baroda</i>
STATUTORY ADUITORS
<i>KPMC & Associates C-1, 1st Floor, RDC, Raj Nagar, Ghaziabad -201002. Ph-No. 0120 -2782187, 4119416</i>
INTERNAL AUDITORS
<i>Vidya & Co. 703, Pragati Tower, 26, Rajendra Place, New Delhi-110008 Ph-No.011- 25764791, 25737148</i>
COST AUDITORS
<i>Neeraj Sharma & Co. 34, 1st Floor, Durga Tower, RDC Raj Nagar Ghaziabad-201002</i>
SECRETARIAL AUDITOR
<i>Richa Gulati D-182, Sector-23, Sanjay Nagar, Ghaziabad-201002</i>
COMPANY SECRETARY
<i>Shivi Sharma</i>
CHIEF FINANCIAL OFFICER
<i>Shivam Agarwal</i>
REGISTRAR & SHARE TRANSFER AGENT
<i>Alankit Assignments Limited Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055.</i>
LISTED AT
<i>BSE Limited Delhi Stock Exchange</i>

MESSAGE FROM MANAGING DIRECTOR



Dear Shareholders,

“It is my privilege to present 2015-2016 Annual Report of “CCL International Limited” to our valued shareholders.”

Over the past year, despite significant challenges in our market, we continued to execute on our strategy to unlock greater value today, while building a solid foundation for future growth and consistent performance. We are making solid progress on the implementation of our strategic initiatives and will continue to strengthen our business to create sustainable, long-term value for our shareholders.

“CCL International Limited” continued its focus on legacy of caring, ensuring robust growth, innovative solutions and employee engagements as a part of its great philosophy.

As we look ahead, we are excited about the tremendous value creation opportunities in front of us as our dedicated management team continues to execute on our business strategy. We look forward to seeing you all at the Annual General Meeting.

Finally, I would like to thank all our shareholders, suppliers, communities and other stake holders for their unstinted support to the company during the year. I would also like to thank all my employees including my colleagues on the board for their tireless commitment to enhance the performance and well being of the company.

With Best Wishes,
Thank You for continued trust and support.


Akash Gupta
(Managing Director)



NOTICE

Notice is hereby given that **25th Annual General Meeting** of the Members of **CCL International Limited**, will be held as under to transact the following businesses:-

Day, Date : Friday 30th day of September, 2016

Time : 11:00 A.M.

Venue : Hotel “**Golden Palm**” at Plot No. 6C, Mandawali, Fazalpur, Delhi – 92

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statement

To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2016 together with the Report of the Board of Directors and Auditors' thereon.

2. Re-appointment of Director

To appoint a Director in place of Mrs. Rama Gupta (DIN No.00080613), who retires by rotation and being eligible, offers herself for re-appointment.

3. Ratification of Auditor's Appointment

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended from time to time and pursuant to the recommendations of the audit committee of the Company, and pursuant to the resolution passed by the members at the AGM held on Sep 30, 2014, the Company hereby ratifies & confirms the appointment of M/s. KPMC & Associates, Chartered Accountants, (Firm Registration No. 005359C), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 28th Annual General Meeting of the Company to be held in the financial year ending 2019 (subject to ratification of the appointment by the members at every AGM held after this AGM), on a remuneration to be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Ratification of the remuneration of Cost Auditor

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s. Neeraj Sharma & Co., Cost Auditors (Firm Registration No. 100466) appointed by the Board to conduct Audit of the cost records of the Company relating to the “Work Contract” for the Financial Year 2016-17, as set out in the Statement annexed to the notice convening this meeting, be and is hereby ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. Adoption of new set of Article of Association as per Companies Act 2013

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company”.

“**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary,

expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

6. **Borrowing Limit in excess of Paid up Capital and Free Reserves as per Companies Act, 2013**

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the ordinary resolution passed by the Members on September 24, 2010 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”) and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to borrow by way of loan / debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits / guarantee for the purpose of the business of the Company any sum or sums of money, in Indian Rupees and / or in any foreign currency from time to time, from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India which together with the monies already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) at any time shall not exceed in the aggregate Rs. 100 Crore (Rupees One Hundred Crores only) and that the Board be and is hereby empowered and authorized to arrange or finalize the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

“**RESOLVED FURTHER THAT** the Board of Directors or Committee thereof be and is hereby authorized to execute such agreements, undertakings and other documents and to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

7. **Creation of Charge / Mortgage on assets of the Company**

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the ordinary resolution passed by the Members on September 24, 2010 and pursuant to Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”) and any other applicable laws, if any and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company, in such form and manner and with such ranking and at such times and on such terms as the Board may in its absolute discretion determine, on all or any of the moveable and / or immoveable properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, in favour of the Lender(s), Agent(s) and Trustee(s) and other bodies/persons, to secure the borrowings of the Company and / or the Company's subsidiaries / affiliates / associate companies, availed / to be availed by way of loan(s) (in foreign currency and/or Rupee currency) and / or securities (comprising of fully / partly Convertible Debentures and / or Non Convertible Debentures with or without detachable or non-detachable Warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Act, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / deed(s) and Agreement(s) / Debenture Trust Deed(s) or any other document(s), entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / securities and containing

such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) as the case may be.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

8. **Revision in the remuneration of Mr. Akash Gupta (DIN: 01940481), Managing Director and CEO of the Company.**

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the shareholders be and is hereby accorded for revision in the remuneration of Mr. Akash Gupta [DIN: 01940481],

“**RESOLVED FURTHER THAT** except for the revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company, as approved by the resolution passed at 24th the Annual General Meeting of the Company held on September 30, 2015 shall remain unchanged”.

“**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Managing Director, the Company does not earns any profits or earns inadequate profits, then the provisions of Schedule V of the Companies Act, 2013, shall be applicable.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within

the overall limits as specified under the relevant provisions of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

9. **Appointment of Ms. Sonam Sharma (DIN : 07603977) as an Independent Director**

To consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 149, 152 read with Schedule IV and other applicable provision, if any, of the Companies Act, 2013, ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory Modifications or re-enactment thereof for the time being in force) and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Sonam Sharma who is eligible to be appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years for a term up to September 29, 2021”.

“**RESOLVED FURTHER THAT** the any Director of the Company thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board of Director

Place: Delhi
Dated: 31.08.2016

Sd /-
(Akash Gupta)
Chairman
DIN 01940481

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of

- companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
2. The Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Special Business under items 4 to 9 set out above to be transacted at the Annual General Meeting is annexed hereto and form part of this Notice.
 3. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
 4. The Register of Members and Share Transfer Book ("Books") of the Company will remain closed from the **Thursday, 22nd September, 2016 to Friday, 30th September 2016 (both days inclusive)**.
 5. The relevant details of Directors seeking appointment/ re-appointment under item No. 2 and 9 in pursuant to Regulation 36 (3) of the SEBI (Listing Regulation and Disclosure Requirements) Regulations, 2015, are annexed hereto and form part of this Notice.
 6. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education Protection Fund.
 7. Relevant documents referred in the accompanying Notice shall be available at the Registered Office of the Company for inspection between 10:00 A.M. to 11:00 A.M. on all working day up to the date of ensuing Annual General Meeting to be held on 30th September, 2016.
 8. Members seeking any information or having queries with regards to annual accounts are requested to write the Company seven day in advance so as to enable the management to keep the information ready.
 9. Members/ Proxies/authorized representative are requested to bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report.
- Copies of the Annual Report will not be distributed at the Meeting.
10. Members are requested to notify any change in address, if any under their signatures to the Company at its registered office of the Company, quoting Folios Nos.
 11. Members who hold shares in Dematerialized Form are requested to bring their Client ID and DP ID number and those who hold the share in physical form are requested to bring their Folio Number for easy identification of attendance at the Meeting.
 12. Shares of the Company are compulsorily traded in Demat mode. The Company has entered into an Agreement with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) for Dematerialization of shares.
 13. As per SEBI direction for having Common Transfer Agency for physical as well as Demat mode, the Company has appointed M/s. Alankit Assignments Ltd, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055; Phone No. 011- 42541234; Fax No. 42541204; e-mail: info@alankit.com; as RTA for both modes.
 14. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
 15. To support the '**Green Initiative**' Members who have not registered their e-mail addresses are requested to register the same with Depositories.
- 16. Process and Manner for members opting for e-voting are as under:**
- In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Ltd (NSDL), on all resolutions set forth in this Notice. The facility for voting through poll paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for E-voting are as under:

- A. In case a Member receives an E-mail from NSDL (for Members whose E-mail addresses are registered with the Company/Depository Participants):
 - i. Open the e-mail and also open PDF file namely "CCL International e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of CCL International Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory/signatories who are authorized to vote, to the Scrutinizer through e-mail to richagulati14061989@gmail.com , with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) Shareholders and e-voting user manual Shareholders, available at the downloads section of www.evoting.nsdl.com, or call on toll free no.: 1800-222-990
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
 - i. Initial Password is provided in the enclosed attendance slip.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:
 17. The E-voting period commences on Monday, September 26, 2016 (9.00 a.m. IST) and ends on Thursday, September 29, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of Thursday, September 22, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 18. Ms. Richa Gulati, Practicing Company Secretary (CP No. 11283) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
 - i. A Member can opt for only one mode of voting i.e. either through e-voting or by poll at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and poll at the AGM shall be treated as invalid.
 - ii. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.

By Order of the Board of Director

**Place: Delhi
Dated: 31.08.2016**

**Sd /-
(Akash Gupta)
Chairman
DIN 01940481**

Statement pursuant to Section 102 of the Companies Act, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 9 of the accompanying Notice dated August 31, 2016.

Item No. 4

M/s. Neeraj Sharma & Co, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2016-17 by the Board of Directors, in its meeting held on August 12, 2016, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of Rs.20,000/- P.A (Rupees Twenty Thousand only) exclusive of applicable service tax and out-of-pocket expenses subject to the ratification by shareholders.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as fixed by the Board of Directors shall be ratified by the members.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

Item No. 5

CCL International Limited was incorporated as Gupta Cements Private Limited on June 04, 1991 under the provisions of the Companies Act, 1956. The existing Articles of Association ("AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Shareholders

Item Nos. 6 and 7

To finance the working capital requirements and the capital expenditure programme, the Company would be required to raise funds through borrowings and it may be required to have the borrowings secured by way of mortgage and / or charge on the immovable and movable properties of the Company both present and future.

Section 180(1)(a) of the Companies Act, 2013 provides inter alia, that the Board of Directors of a Company shall not without the consent of the Company in General Meeting sell, lease otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

Since the mortgaging by the Company of its immovable and movable properties as aforesaid in favour of Financial Institutions/ Banks may be regarded as disposal of the Company's properties/ undertakings, it is necessary for the Members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of the mortgage/ charge.

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

The Board commends the Special Resolution set out at Item No. 6 & 7 of the Notice for approval by the Shareholders.

Item No. 8

Mr. Akash Gupta has been appointed as a Managing Director and Chief Executive Officer of the Company for a period of five years from 30.09.2015 to 29.09.2020. In terms of Section 197 & 198, of the Companies Act, 2013 ('the Act') as amended or re-enacted from time to time, read with Schedule V of the Companies Act, 2013, rules made thereunder and any other applicable provisions of the Companies Act 2013, Remuneration of Mr. Akash Gupta (Managing Director and CEO of the Company) is proposed to be increase from Rs. 70,000/- to Rs. 1,00,000/- w.e.f. 01.04.2016 subject to the approval of shareholders. Further the annual increments within the limit of the

Companies Act, 2013 read with schedule V will be effective from 1st April each year and will be decided by the Remuneration Committee and the Board of Directors of the Company on the basis of merit and performance of the Company.

Since there has been a considerable increase in the duties and responsibilities performed by the Managing Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 12.08.2016, on the recommendations made by the nomination and remuneration committee, has approved the proposal to increase the salary of Mr. Akash Gupta, Managing Director & CEO of the Company from the present Rs. 70,000/- per month to Rs. 1,00,000/- per month w.e.f. 01.04.2016. Except for the aforesaid revision in salary, all other terms and conditions of his

appointment as the Managing Director of the Company as approved earlier, shall remain unchanged.

In the event of absence or inadequacy of profits, the provisions of Schedule V of the Companies Act, 2013 shall be applicable for payment of remuneration to Mr. Akash Gupta effective from April 01, 2016 to Sep 29, 2020.

Except Mr. Akash Gupta Mrs. Rama Gupta and Mr. Anil Kumar, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No.8 of the Notice for approval by the Shareholders.

STATEMENT PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013

I	GENERAL INFORMATION	
S. No.	Particulars/Subject	Information
1.	Nature of industry	Construction Industry
2.	Date or expected date of commencement of commercial production	The Company is in the business of construction since the year 2012
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4.	Financial performance based on given indicators.	During the financial year ended on 31st March, 2016 the turnover of the Company was ` Rs. 79.00 Cr. and Profit Before Tax (PBT) was Rs.1.25 Cr. Whereas during the financial year ended on 31st March, 2015, the turnover of the Company is Rs. 94.92 Cr. and Profit Before Tax (PBT) is 1.51 Cr. The management has worked efficiently in the best interest of the Company and the Company is expanding its activities across the nation despite sluggish market conditions
5.	Foreign Investments or collaborators, if any	Not Applicable

ii	INFORMATION ABOUT THE APPOINTEE	
S. No.	Particulars/Subject	Information
1.	Background Details & Recognition or Awards	Mr. Akash Gupta holds a degree of B.Tech from reputed Institute of Greater Noida. Mr. Akash Gupta has varied experience in the business of real estate, construction, building products, textile and information management. He is an able and successful entrepreneur under whose leadership the Company could achieve and maintain impeccable operational standards.

2.	Past remuneration	Rs. 80,000 (70,000+10,000 conveyance)
3.	Job profile and his suitability	Subject to the superintendence, direction and control of the Board, the day-to-day management and administration of the Company is vested with Mr. Akash Gupta and considering the pivotal role performed by him in the past and his expertise & experience, he can add immense value to the Company.
4.	Remuneration proposed	Remuneration as proposed is set out in resolution proposed above. The remuneration to Mr. Akash Gupta has been recommended by the Nomination & Remuneration committee.
5.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration as proposed is as per Industry Standards and commensurate with the position and profile of Mr. Akash Gupta and the responsibilities shouldered by him.
6.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Except the remuneration and travel allowance as stated above, Mr. Akash Gupta holds 1116550 shares in the Company and his relation with Mrs. Rama Gupta and Mr. Anil Kumar, he has no other direct or indirect pecuniary relationship with the Company.

iii	OTHER INFORMATION	
S. No.	Particulars/Subject	Information
1.	Reasons of loss or inadequacy of profits	The company had majorly focused on Infrastructure Division instead of Trading Division.
2.	Steps taken or proposed to be taken for improvement	The Company has a number of ongoing project/projects in the pipeline which will enable it to improve financial performance in years to come.
3.	Expected increase in productivity and profits in measurable terms	With new business initiatives undertaken by the Company, the profits are expected to improve subject to favorable market condition

IV. DISCLOSURES

The Corporate Governance Report forms part of the Annual Report for the year and the remuneration package and other terms applicable to the Directors have been disclosed therein.

Item No. 9

The Board of Directors of the Company, after reviewing the provisions of the Act, rules made thereunder and SEBI (LODR) Regulations, 2015, is of the opinion that Ms. Sonam Sharma fulfils the conditions specified in the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Rules made thereunder and is independent of the management and is eligible to be appointed as Independent Director of the Company.

The Company has received a declaration from Ms. Sonam Sharma that she meets the criteria of independence as provided in Section 149(6) of the

Companies Act, 2013, alongwith their consent in writing to act as Director in Form DIR-2 prescribed under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Nomination and Remuneration Committee has recommended the appointment of Ms. Sonam Sharma as an Independent Director. The resolution seeks approval of the members in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of her as Independent Director for the tenure as mentioned in the resolutions mentioned in the notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act and the SEBI (LODR) Regulations, 2015, the appointment of her as Independent Directors is now being placed before the members for their approval. The terms and conditions

of appointment of her shall be open for inspection by the members at the registered office of the Company during normal business hours on all working day till the date of AGM. A brief profile of her is attached as Annexure A.

Except Ms. Sonam Sharma, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.9 of the Notice for approval by the Shareholders

By Order of the Board of Director

Place: Delhi
Dated: 31.08.2016

Sd /-
(Akash Gupta)
Chairman
DIN 01940481

ANNEXURE-A

Pursuant to Regulation 36 (3) of the SEBI (Listing Regulation and Disclosure Requirements) Regulations, 2015,

Details of Directors seeking Appointment/Re-appointment are as under:

Name of Director	Mrs. Rama Gupta
Date of Birth/ Age	30.08.1966/50 Yrs.
Date of Appointment	04/10/2008
Qualifications	She has completed her B. Ed from a reputed college.
Expertise in specific functional Area	She is a qualified postgraduate and hold directorship in many Public and Private companies from a long time and having great experience in this field. She has around 10 Years of experience in a variety of managerial function in this industry. She is responsible for execution of projects and work related thereto. She has also played a Key role in development and system integration of the company.
Directorship held in other public Companies	M/s. AAR Securities Limited M/s. AAR Infracity limited
Committee Positions held in CCL	Member in Audit Committee and Stakeholder's Relationship Committee
Committee Positions in other Public Companies	Nil
Number of Shares held	1038361 (5.41%)

Name of Director	Ms. Sonam Sharma
Date of Birth/ Age	05.01.1989/ 27 Yrs.
Qualifications	She has completed her Graduation from Delhi University.
Expertise in specific functional Area	She is expert in public relationship & having good skills to mange people.
Directorship held in public Companies	Nil
Committee Positions in Public Companies	Nil

