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ANNUAL GENERAL MEETING: FRIDAY, 30TH SEPTEMBER, 2022

TIME : 11:30 A.M

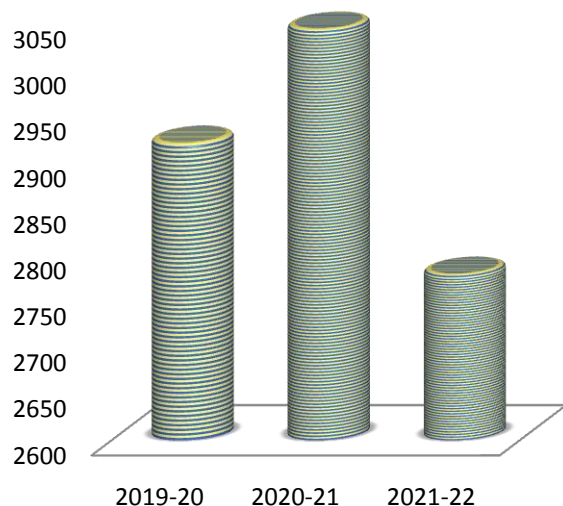
**VENUE : THROUGH VIDEO (VC) OTHER AUDIO VISUAL
MEANS (OAVM)**

Forward Looking Statements

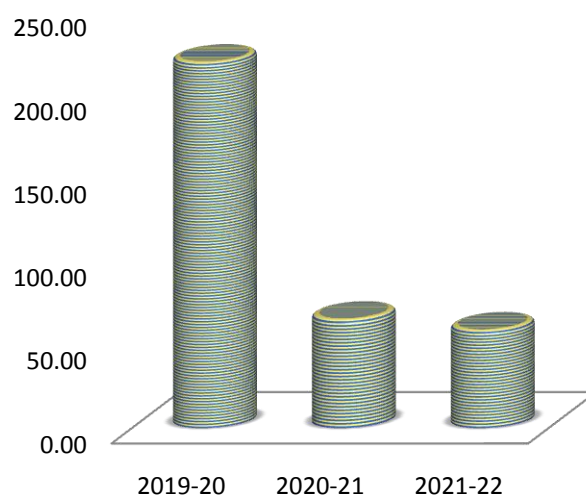
This annual report contain certain forward looking statements describing the company objectives, projections, estimates and expectation within the meaning of applicable laws & regulations, concerning to the Company's future business prospects and business profitability, which involve a number of risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward looking statements. The risks and uncertainties relating to these statements that would affect the company operations include a downtrend in the infrastructure sector, significant changes in political and economic environment in India, exchange rate fluctuations, tax laws, litigation, labour relations and interest costs., but are not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficit, regulation, etc. The shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward looking statements become materially incorrect in future or update any forward looking statements made from time to time on behalf of the Company.

KEY PERFORMANCE INDICATORS

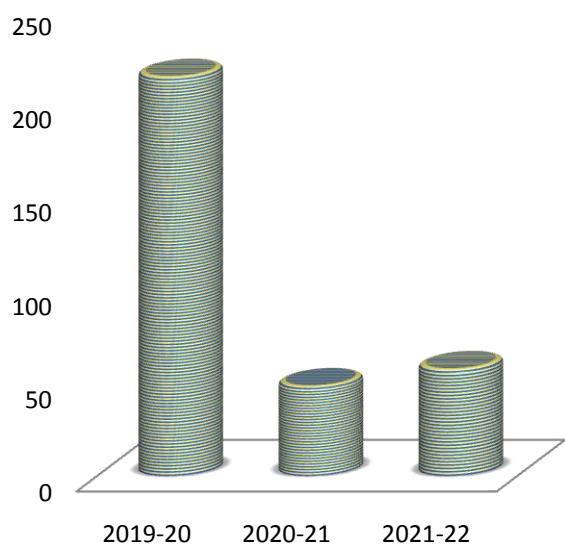
**Revenue Growth
(In Lacs)**



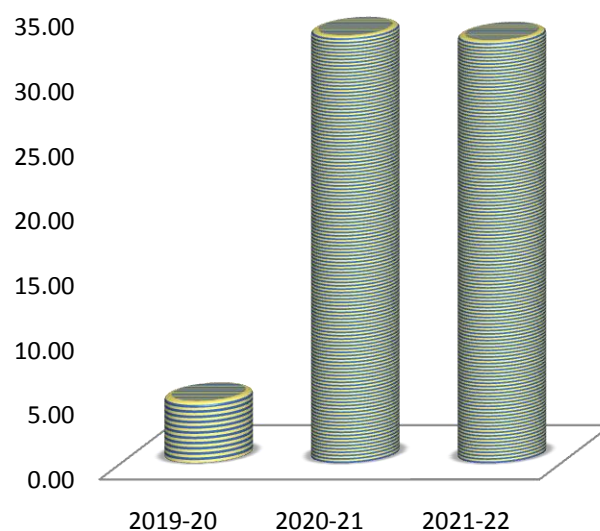
**Operating Profit Growth
(In Lacs)**



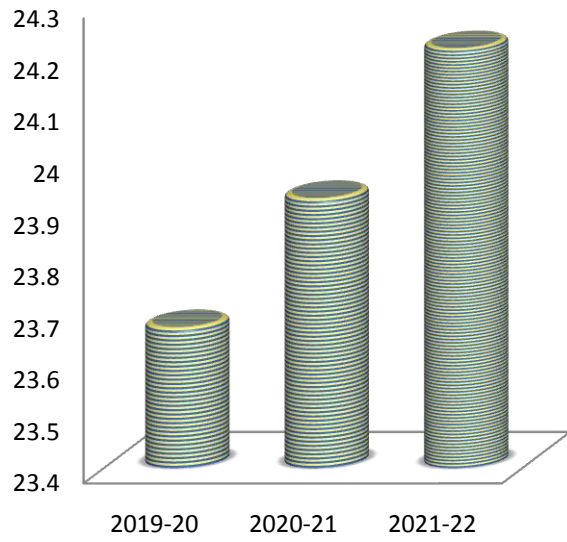
Net Profit (In Lacs)



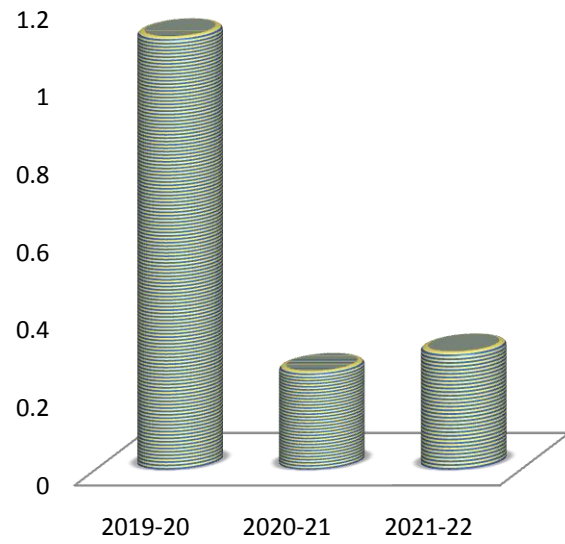
Market Cap (In Cr.)



Book Value



Earning Per Share



CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors



AKASH GUPTA
(CHAIRMAN AND MANAGING
DIRECTOR/PROMOTER)

Non-Executive Directors

Rama Gupta (Non Executive Director)

Independent Directors

Arvind Sharma (Independent Director)
Sandeep Kumar Garg (Independent Director)
Sonam Sharma (Independent Director)

REFERENCE INFORMATION

Registered Office

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

Corporate office

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

BANKERS

Public Sector Banks

Punjab National Bank Erstwhile Oriental Bank of Commerce

STATUTORY AUDITORS

*KPMC & Associates
C-1, Ist Floor, RDC,
Raj Nagar, Ghaziabad-201002.
Ph-No. 0120-2782187, 4119416*

INTERNAL AUDITORS

*Vidya & Co.
703, Pragati Tower, 26, Rajendra Place, New Delhi-110008
Ph-No.011- 25764791, 25737148*

COST AUDITORS

*Shivam Kansal & Co
A-59, Patel Nagar 2nd Near New Bus Stand, Ghaziabad-201001*

SECRETARIAL AUDITOR

*Akanksha Aggarwal
Sapna Agency, Diputy Gunj, Cycle Market, Bulandshahr-203001*

COMPANY SECRETARY

*Pradeep Kumar
House No. 20, Modipon Colony Road, Modinagar-201204*

REGISTRAR & SHARE TRANSFER AGENT

*Alankit Assignments Limited
Alankit House, 4E/2, Jhandewalan Extension,
New Delhi-110055
Phone No.: 9811579183 Email Id: lalitap@alankit.com*

LISTED AT

Bombay Stock Exchange Limited

MESSAGE FROM MANAGING DIRECTOR



Dear Shareholders,

The Fiscal year 2021-22 was a year filled with unprecedented challenges. The human race faced one of the most severe global health crisis in the history of mankind. The impact of the COVID-19 pandemic on lives, businesses and economies is well-known to the world. India's efforts to combat the pandemic have been well acknowledged and I would like to take this opportunity to express my immense gratitude to all our frontline heroes who have fought tirelessly to help keep others safe. I would also like to thank every member of CCL family for their relentless commitment and dedication during these difficult circumstances.

As you know, the COVID-19 pandemic has triggered the most abrupt global economic meltdown of modern times, and we believe the infrastructure sector is being tested now more than ever before. This sector is the cornerstone of our nation, playing a crucial role in accelerating India's overall development, and enjoys immense focus of the Government for initiating policies that would ensure the creation of world-class infrastructure in our country thereby driving economic growth. The revival of the infrastructure sector is one of the key focus areas for the government to generate employment opportunities and kick start sustainable growth.

I am delighted with the success we have achieved even with the spread of Covid-19 pandemic last year and current year too, and I am sure you are too. CCL International Limited is proud of our work helping to expand infrastructure networks, which have earned us the position of preferred contractor to numerous public-private entities all across the country.

Amid the continuing challenge of the most difficult global macro-economic environment in decades, we delivered strong operating performance that has generated significant operating cash flow. I believe these financial results and operational performance reflect a compelling story of CCL International Limited at work, which has set us on a path to strong, sustainable earnings growth.

We can now confidently say that CCL International Limited continues to operate from a position of balance and strength. We are growing construction business in India. We are performing today to deliver top-tier financial performance, while investing to ensure that our performance levels can be sustained in the long term. This year we stepped up our investments without compromising in brand building, R&D, emerging markets infrastructure and our people.

The ability to effectively identify, mitigate and manage the construction risk inherent in every project it undertakes, and the ability to deliver those projects in a manner that appropriately protects the safety of employees, stakeholders and the public, are key elements of success in the construction industry. Developing industry leading capabilities in these areas is a fundamental part of CCL's strategy. CCL International has established a detailed set of project criteria and risk management practices that are continuously reviewed, updated and improved. From the

criteria set for selecting the projects it bids, to the evaluation of project risks and appropriate mitigation measures, to project pricing and the senior management approval processes a bid must go through, risk management is a strategic and operational priority for CCL International Limited. An important element of CCL International's risk management strategy is the ongoing monitoring of projects under construction to ensure that the risk management plan established at the bid stage of the project remains sufficient and is being effectively implemented. To assist in this effort, CCL International has established a 'project controls' team, consisting of some of CCL International's most experienced and knowledgeable staff, whose mandate is to ensure that complex projects are provided with state-of-the-art management controls for contract administration, cost control, scheduling and other best practices. This team also reviews the status of key projects against a set of pre-determined criteria, and ensures that the project is meeting its financial and risk management objectives.

This year we started certain safety programs from our front line employees to the managing division onsite. It is the responsibility of everyone at CCL to ensure each worker, including direct employees and subcontractors, gets home safely to their families each day. Training is being provided for various activities now on-site to reduce accidents to zero levels, which include tripping hazards, pedestrian and vehicle traffic, construction awareness, ladder safety, dressing for the weather, secured shelving in storage areas, electrical safety, and personal protective equipment.

This year our companies main focus to health and safety of the employees and their family instead of profitability because employee are the heart of the company. For that purpose we are providing work from home policy to our most of the employees to the extent possible and aware him on continuously basis about the safety norms to protect him and their family in this Covid-19 Pandemic. We also provide all possible help to the entire employee, their family and the person which nearby our location. And request to all the community at large to do the following activity on regular basis-

- Clean your hands often. Use soap and water, or an alcohol-based hand rub.
- Maintain a safe distance from anyone who is coughing or sneezing.
- Wear a mask when physical distancing is not possible.
- Don't touch your eyes, nose or mouth.
- Cover your nose and mouth with your bent elbow or a tissue when you cough or sneeze.
- Stay home if you feel unwell.
- If you have a fever, cough and difficulty breathing, seek medical attention.
- To take Covid Vaccine dose as earlier as possible.

We are confident that CCL International will be India's premier construction and infrastructure Development Company. Our employees across India are hard at work making CCL International the best company for our clients, our partners, and you, our valued shareholders.

Stay healthy and stay safe.

Thank you for your continued support.

Sd/-

Akash Gupta

(Managing Director)

[DIN 01940481]

CCL INTERNATIONAL LIMITED

REGISTERED OFFICE

M-4, GUPTA TOWER, B 1/1, COMMERCIAL COMPLEX, AZADPUR, NEW DELHI-110033

CIN: L26940DL1991PLC044520 CONTACT No. 0120 | 4214258

EMAIL ID: CMPSEC@CCLIL.COM / WWW.EVOCRETEINDIA.COM

NOTICE

Notice is hereby given that the **31st Annual General Meeting** of the Members of **CCL International Limited**, will be held as under on Friday, 30th day of September, 2022 at 11.30 a.m. through Video Conferencing (VC)/ Other Audio Visual Means ("OAVM") the Company to transact the following businesses: -

Ordinary Business:

1. Adoption of Audited Financial Statements

To consider and adopt:

The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022, including the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors thereon.;

2. Retirement by rotation of Director

To appoint a Director in place of Mr. Rama Gupta [DIN: 00080613], who retires by rotation and being eligible, offers herself for re-appointment as Director.

SPECIAL BUSINESS:

3. 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(3) 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 to be paid to M/s. Shivam Kansal & Co., Cost Auditors (Firm Registration No. 003200) as fixed by the Board and as detailed in the explanatory statement of this item, for the Financial Year 2021-22, be and is hereby confirmed and ratified.

"FURTHER RESOLVED 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.

4. Appointment of Mr. Akash Gupta [DIN: 01940481] as Chairman and Managing Director

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 Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments, modifications or re-enactments thereof for the time being in force) (the “Act”), read with Schedule V to the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the shareholders of the Company be and is hereby accorded for appointment of Mr. Akash Gupta (DIN: 01940481) as Managing Director of the Company, for a period of 3 (Three) years from August 31, 2022 to August 30, 2025, upon the terms, conditions and remuneration as set out in the Explanatory Statement annexed to the Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his aforesaid tenure), notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the terms of appointment including to vary the remuneration specified above from time to time as it deems fit and to the extent recommended by the Nomination and Remuneration Committee and in the manner as may be agreed between the Board and Mr. Akash Gupta, provided that such variation or increase, as the case may be, shall not exceed the limits approved by the shareholders in this resolution.”

5. Amendment in the Clause 118 of the Article of Association 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 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded, to alteration of Clause 118 of the Article of Association by subsisting the following clause:

Clause 118

"Subject to provisions of Section 196 & 197 of the Act, the Board of Directors may, from time to time, appoint one or more of their body to the office of Managing Directors or whole time Directors for a period not exceeding 5 (Five) years at a time and on such terms and conditions as the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment and in making such appointments the Board shall ensure compliance with the requirements of the Companies Act, 2013 and shall seek and obtain such approvals as are prescribed by the Act, provided that a Director so appointed, shall be whilst holding such office, be subject to retirement by rotation but his appointment shall automatically be determined if he ceases to be a Director."

"RESOLVED FURTHER THAT Directors of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary with the Registrar of Companies, NCT of Delhi and Haryana."

6. To approve entering into Material Related Party Transactions with identified Promoter Group Companies

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/ continue to enter/proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, with identified Promoter Group Companies viz Tanvi Fincap Private Limited and Rama Anil Gupta Associates Private Limited on such terms and conditions as may be mutually agreed between the Company and aforementioned Related Parties of the Company for an aggregate value of Rs. 5 Crore (Rupees Five Core only) each respectively, from this Meeting till the next Annual General Meeting of the Company to be held in year 2023 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution;