

19th
ANNUAL REPORT
2009 - 2010



CCL INTERNATIONAL LIMITED

ANNUAL REPORT 2009-2010

BOARD OF DIRECTORS

Mr. Girish R. Gupta	Managing Director
Mrs. Rama Gupta	Director
Mr. Akash Gupta	Director
Mr. Arvind Sharma	Director
Mrs. Sudha Gupta	Director
Mr. Krishan Kumar Sharma	Additional Director

AUDITORS

Vidya & Company
703 , Pragati Tower , 26
Rajendra Palace . New Delhi - 110008

BANKERS

1. Axis Bank Ltd.
2. The IDBI Bank Ltd.
3. HDFC Bank Ltd.
4. HSBC Ltd.
5. Dhan Laxmi Bank Ltd.

REGISTERED OFFICE

30 , Bharti Artist Colony , Main Vikas Marg,
Laxmi Nagar, Delhi-92, Ph: 22457275
Email Id .: ccclinternational2008@gmail.com

CORPORATE OFFICE

C-42, RDC, Raj Nagar,
Ghaziabad Ph. 0120-4124258

FACTORY

A-18, M.I.A., Alwar, Rajasthan
Ph. 0144-2882114

NOTICE

Certified True Copy
For CCL INTERNATIONAL LTD. py

Akash
Director/Auth. Signatory

Notice is hereby given that the 19th Annual General Meeting of the members of CCL International Limited, will be held on Friday , 24th Day of September 2010 at 10:00 am. at Poorva Sanskritik Kendra (PSK) 14, District Center, Laxmi Nagar, Delhi-110092, to transact the following business: -

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2010, the Profit and Loss Account & Cash Flow statement for the year ended on that day and the report of Director's and Auditor's thereon.
2. To appoint Director in place of Mr. Akash Gupta, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Vidya & Co., Chartered Accountants, the retiring Auditors, as Statutory Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of next annual general meeting and to fix their remuneration.

Special Business

4. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Ordinary Resolution:-

" RESOLVED THAT Sh. Krishan Kumar Sharma , who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 15, 2009 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act,1956 (the "Act") and in respect of whom the company has received a notice in writing from a member under section 257 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company, whose office is liable to retire by rotation."

5. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Ordinary Resolution:-

"RESOLVED THAT Mr. Mool Chand Garg who has filed his consent to act as a Director, pursuant to Section 264 of the Companies Act, 1956 be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

6. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Ordinary Resolution:-

"RESOLVED THAT Mr. Sunil Bhati who has filed his consent to act as a Director, pursuant to Section 264 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

7. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Ordinary Resolution:-

" RESOLVED THAT , Mr. Anil Kumar, who has consented to act as a Director, if appointed, be and is hereby appointed as a Director of the Company , to fill the vacancy caused by the retirement of Mr. Girish R. Gupta , in respect of which vacancy the company has received a notice in writing pursuant to Section 257(1) of the Companies Act, 1956 from a member of the Company proposing appointment of Mr. Anil Kumar, as a Director of the Company, and that Mr. Anil Kumar's period of office shall be liable to determination by the retirement of Directors by rotation."

8. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Ordinary Resolution:-

" RESOLVED THAT the consent of the company be and is hereby accorded in terms of Section 293(1)(d) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the company for borrowing from time to time, any sum or sums of monies, which together with monies already borrowed by the company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the Ordinary course of business) shall not exceed in the aggregate at any one time Rs. 100 Crores (Rupees One hundred Crores) irrespective of the fact that such aggregate of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose."

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

" RESOLVED THAT in the consent of the company be and is hereby accorded in terms of Section 293(1)(a) of the Companies Act,1956 and other applicable provisions, if any, of the Companies Act,1956 to the Board of Directors of the company for mortgaging and/or charging of all the immovable and movable properties of the company wheresoever's situated, present and future and the whole of the undertaking of the company in favour of Bank(s) or financial institution(s) to secure term loan, cash credit and/or corporate loan, up to Rs.100/- Crores (Rupees One hundred Crores) together with interest thereon at the respective agreed rates, interest rates, compound interest, additional interest, liquidation damages, commitment charges, premium on and other prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to banks/ Financial Institutions under Loan agreements to be entered into by the Company in respect of the Loans whenever required."

" RESOLVED FURTHER THAT the Board of Directors of the Company or committee of Directors be and are hereby authorized to finalize all agreement(s) for creating mortgage and/or charge and to do all such acts, deeds and matters as may be necessary or expedient for giving effect to the above Resolution."

10. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Special Resolution :-

"RESOLVED THAT pursuant to the provision of Section 198, 269 & 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, approval of the member of the company be and is hereby accorded to the appointment of Mrs. Rama Gupta as a Managing Director of the company for a period of five years in this AGM upon such terms and conditions as may be determined by the Board of Directors."

"RESOLVED FURTHER that the terms of appointment of Smt. Rama Gupta shall be without any Remuneration."

"RESOLVED FURTHER that the Board of Directors of the company be & is hereby authorized to do all such acts, deeds & things & execute all such documents, instruments, writing as may be required to give effect to the aforesaid resolution."

11. To consider and if though fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956, and the rules framed there under, listing agreement, SEBI (Delisting of Securities) Regulations, 2009, and such other applicable laws, rules, regulations and guidelines, and subject to such approvals, permission and sanctions, as may be necessary, the Board of directors of the company be and is hereby authorized to seek voluntarily delisting of its securities from Ahmedabad & Jaipur Stock Exchange."

"RESOLVED FURTHER THAT the securities of the company shall continue to be listed on the stock exchange having nationwide trading terminals i.e. the Bombay Stock Exchange, Mumbai and therefore as per the said guidelines issued by the Securities and Exchange Board of India, no exit opportunity need to be given to the shareholders of the company. "

"RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable and to execute all such deeds and documents as may be considered necessary and expedient to give effect to the above said resolution."

12. To consider and if though fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and the provisions of Article 72 (b) of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from appropriate authorities or bodies, each of the 80,00,000 (eighty Lakhs) equity shares of the nominal value of Rs.10/- each in the authorized share capital of the Company be sub-divided into 8,00,00,000 (Eight Crores) equity shares of Rs.1/- each and that Clause V (being the Capital clause) of the Memorandum of Association of the Company relating to equity shares be altered accordingly."

" RESOLVED FURTHER that the Board of Directors of the Company ("the Board" which expression shall include a Committee thereof) be and are hereby authorized to issue share certificates representing the sub-divided equity shares with new distinctive numbers consequent to the sub-division of shares as aforesaid and/or credit in the shareholders account maintained with Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificate) Rules, 1960 and the

Articles of Association of the Company and to inform the Depositories and Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolution."

By Order of the Board of Director

Place : Delhi

Dated : 25-08-2010

(RAMA GUPTA)

Chairman

NOTES:

1. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of resolutions set out under item nos. 4 to 12 is appended below.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. The Register of Member and Transfer Book of the Company will remain closed from the 17th September, 2010 to 24th September 2010. (Both days inclusive)
4. All the documents referred in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working days between 11:00 A.M to 1.00PM up to the date of Annual General Meeting.
5. Members seeking any information or having queries with regards to accounts are requested to write the Company seven day in advance so as to enable the management to keep the information ready.
6. Members / proxies should bring their attendance slips duly completed for attending meeting.
7. 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.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID number on the attendance slip for easy identification of attendance at the Meeting.
9. 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 Securities Depository Ltd. (CSDL) for dematerlisation of shares.
10. 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., as R&TA for both modes.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**ITEM NO. 4**

The Board has appointed Mr. Krishan Kumar Sharma as an additional Director of the company under section 260 of the Companies Act, 1956 ("Act") in their meeting held on October 15, 2009 and who is to hold the office up to the date of this Annual General Meeting. As per requirements of Section 257 of the Act a notice has been received from a member with a deposit of Rs. 500/- signifying his intention of proposing the candidature of Mr. Krishan Kumar Sharma as Director, liable to retire by rotation.

The Board of Directors recommends the passing of this resolution as Ordinary Resolution as set out in Item No-4 of this Notice.

None of the Directors except Mr. Krishan Kumar Sharma is concerned or interested in this resolution

ITEM NO. 5

The Board has decided to appoint Mr. Mool Chand Garg as a Independent Director of the Company. Mr. Mool Chand Garg has also consented to act, as a Director of the company if his appointment is approved by the Shareholders in the ensuing Annual General Meeting. The office of Mr. Mool Chand Garg shall be liable to retire by rotation.

Mr. Mool Chand Garg has a vast experience in Revival & Rehabilitation of Sick Units.

The Board of Directors recommends the passing of this resolution as Ordinary Resolution as set out in Item No-5 of this Notice.

None of the Directors except Mr. Mool Chand Garg is concerned or interested in this resolution

ITEM NO. 6

The Board has decided to appoint Mr. Sunil Bhati as a Independent Director of the Company. Mr. Sunil Bhati has consented to act, as a Director of the company if his appointment is approved by the Shareholders in the ensuing Annual General Meeting. The office of Mr. Sunil Bhati shall be liable to retire by rotation.

Mr. Sunil Bhati has a vast experience in Public Relationship.

The Board of Directors recommends the passing of this resolution as Ordinary Resolution as set out in Item No-6 of this Notice.

None of the Directors except Mr. Sunil Bhati is concerned or interested in this resolution

ITEM NO. 7

The Board has decided to appoint Mr. Anil Kumar as a Director of the Company in place of Sh. Girish R. Gupta, the retiring Director who has not given his consent for reappointment. Mr. Anil Kumar has also consented to act, as a Director of the company if his appointment is approved by the Shareholders in the ensuing Annual General Meeting. The office of Mr. Anil Kumar shall be liable to retire by rotation.

Mr. Anil Kumar is a Chartered Accountant by profession and has a vast experience in the field of Accounts and Taxation.

The Board of Directors recommends the passing of this resolution as Ordinary Resolution as set out in Item No-7 of this Notice.

None of the Directors except Mr. Anil Kumar, Mr. Akash Gupta & Smt. Rama Gupta are concerned or interested in this resolution

ITEM NO. 8

Section 293(1)(d) of the Companies Act, 1956 provides inter alia that the Board of Directors of a public company shall not, without the consent of its members in General Meeting, borrow money (apart from temporary loans obtained from the Company's bankers in ordinary course of business) in excess of the aggregate of the paid up capital of the company and free reserves. As company is in the business of Manufacturing & trading activities, it usually requires huge financial assistance & for that Purpose Company is required to raise loans from external sources. Company can raise loans only after passing the Ordinary Resolution U/s. 293(1)(d) of the Companies Act, 1956 in the General Meeting of the members.

The Board seeks to get the approval of the Members to borrow money up to the limit of Rs. 100 Crores, at the ensuing Annual General Meeting of the Company.

The consent of the members is sought under the provisions of Section 293(1)(d) of the Companies Act, 1956 to enable the Board to borrow up to the aforesaid amount.

None of the Directors is, in any way, concerned or interested in this resolution.

The Board Recommends the Resolution as Ordinary Resolution for approval of the Members.

ITEM NO. 9

Members are aware that company is engaged in the business of Manufacturing & trading activities. This Business requires huge amount of funds for expanding its various business activities. It is therefore necessary for the company to rely upon some external sources for financial assistance. The external sources may be commercial banks or the financial institutions. For raising loans from commercial banks or financial institutions the company shall require to create charge or mortgage over its movable or immovable properties.

Section 293(1)(a) of the companies Act, 1956 provides inter alia that the Board of Directors of a public company shall not, without the consent of its members in general meeting, sell, lease or otherwise dispose off the whole or substantially the whole of any such undertaking of the company, or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertaking. Since the mortgage by the company of its movable or immovable properties in favour of lender may be regarded as disposal of the company's properties/undertaking, it is necessary for the members to pass a resolution under Section 293(1)(a) of the Companies Act, 1956 before creation of mortgage/charge.

The Board therefore seeks the permission of the Members of the company to mortgage, or create charge over the properties, whether movable or immovable up to Rs. 100 Crores, in the ensuing Annual General Meeting of the Company.

The consent of the members is sought under the provisions of Section 293(1) (a) of the Companies Act, 1956 to enable the Board to borrow up to the aforesaid amount.

None of the Directors is, in any way, concerned or interested in this resolution.

The Board Recommends the Resolution as Ordinary Resolution for approval of the Members.

ITEM NO. 10

The Board of director of the company has decided to appoint Smt. Rama Gupta as the Managing Director of the company for a period for five year effective from ensuing Annual General Meeting without Remuneration. The appointment of Smt. Rama Gupta shall be subject to approval of the Members in the Ensuing Annual General Meeting.

None of the directors of the company except Mrs. Rama Gupta, Mr. Akash Gupta & Mr. Anil Kumar are concerned or interested in this resolution.

ITEM NO.11

Presently the Company Equity Shares are listed at the following Four Stock Exchanges:-

1. Jaipur Stock exchange Limited. (JSE)
2. The Delhi Stock Exchange Association Ltd.(DSE)
3. The Stock Exchange, Mumbai (BSE)
4. Ahemdabad Stock Exchange Limited (ASE)

There has been no Trading of the Equity Shares of the Company at the Jaipur & Ahemdabad Stock Exchange since the shares of the Company Listed.

The Company's Equity Shares are eligible for dematerialization with both the depositories namely NSDL & CDSL and there is no physical movement of shares certificate for transaction taking place in the Stock Exchanges.

In this backdrop, it is for consideration to seek delisting of the equity shares of the Company from Ahemdabad and Jaipur Stock Exchange at the time as may be deemed appropriate and subject to SEBI (Delisting of Securities) Regulations 2009 and requisite approval / exemption as may be required.

Due to continued listing of securities at BSE, having nationwide trading terminals, the delisting proposal will not be prejudicial to the interest of investors.

In terms of the relevant guidelines, approval of members is being sought by way of a special resolution for enabling delisting as above. The resolution is recommended for approval of the members.

The Directors recommend the adoption of this resolution.

None of the directors of the company is, in any way, concerned or interested in the accompanying Special Resolution.

ITEM NO.12

The Equity Shares of the company are actively traded at the Bombay Stock Exchange Limited (BSE) The Market Price of the shares has witnessed significant spurt over the last 5