

21st
ANNUAL REPORT
2011 - 2012



CCL INTERNATIONAL LIMITED

ANNUAL REPORT 2011-2012

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Certified True Copy

COMPANY INFORMATION

Board of Directors

➤ Executive Directors

Mrs. Rama Gupta
Mr. Akash Gupta

➤ Non- Executive Directors

Mr. Mool Chand Garg
Mr. Anil Kumar
Mr. Arvind Sharma
Mr. Krishan Kumar Sharma

Reference Information

➤ Registered Office

30, Bharti Artist Colony ,
Main Vikas Marg, Laxmi Nagar,
Delhi-92,
Ph: 22457275, 0120-4124258

➤ Bankers

IDBI Bank
HDFC Bank
Oriental Bank of Commerce
Bank of Baroda

Email Id.: cclinternational2008@gmail.com

➤ Corporate Office

C-42, RDC, Raj Nagar, Ghaziabad
Ph.120-4703094

➤ Statutory Auditors

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

➤ Factory

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

➤ Register & Share Transfer Agent (RTA)

Alankit Assignments Limited
2/21 E, Alankit House,
Jhandewalan Extension, Delhi.

➤ Listed At

Bombay Stock Exchange Limited	(BSE)
Delhi Stock Exchange	(DSE)
Ahmedabad Stock Exchange	(ASE)

MESSAGE FROM CHAIRPERSON



Dear Shareholders,

I have enormous pleasure that CCL International Limited has been taking a leading role in providing general contracting services with uncompromised commitment to Quality, Health, Safety and Environment. We do this through the combination of an open relationship with our employees based on mutual trust, transparency, accountability and discipline.

In preparation to meet the growing market demands for diverse construction, CCL has heavily invested in employing a highly qualified senior management team and staff to meet national standards and purchased equipment to participate in upcoming, challenging large-scale projects.

CCL International is carrying on a business truly capable of benefiting and profiting both society and our shareholders.

I would like to take this opportunity to pledge that I and whole of the Company team will endeavor to devote our full efforts to exceed our customers' expectations & fully satisfy their needs and requirements.

As foremost of reasons for our success as a Group, I see our inclination and commitment towards business values and social welfare. We must bear this in mind and continue creating value for our customers through our produces, nurture those who are part of us like employees, value add to those associated with us as vendors, ensure rewards and accolades to all stakeholders and above all to the sections of society which needs support from us to lead a life with dignity and adequacy

Being proud of our achievements, we will continue to further enhance our commitment and capabilities in the construction industry with integrity and strive for business.

**RAMA GUPTA
MD**

NOTICE

Notice is hereby given that 21st Annual General Meeting of the Members of **CCL International Limited**, will be held on Saturday, 29th day of September 2012 at 11:30 A.M, at Plot No. 6C, Mandawali, Fazalpur, Delhi - 92 to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, the Statement of Profit and Loss Account & Cash Flow statement for the year ended on that date together with Report of Director's and Auditor's thereon.
2. To appoint Director in place of Mr. Anil Kumar, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Director in place of Mr. Mool Chand Garg who retires by rotation and being eligible offers himself for re-appointment.
4. 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.
5. To consider and approve the declaration by the Board of a Final dividend of M/s. CCL International Limited of Rs. 5 Paise per share (Exclusive of applicable tax) for the year ended 31st March 2012, payable to each shareholder whose names appear on the Company's register of members as at 21st September 2012 and to authorize the directors of the Company (the "**Directors**") to take any necessary actions required under the applicable laws and regulations in connection hereto.

Special Business:

6. Appointment of Mr. Hari Om Agarwal as a Director of the Company:

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

"RESOLVED THAT Mr. Hari Om Agarwal who will be appointed as an Independent Director in this AGM by the Board of Directors of the Company and who ceases to hold office pursuant to Sec.260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a member under Sec 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company, liable to retire by rotation."

By Order of the Board of Director

Place: Delhi

Dated : 29.08.2012

(RAMA GUPTA)
Chairman

NOTES:

1. 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.
2. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of business under Item No. 6 set out above be transacted at the meeting is annexed hereto & forms part of this Notice.
3. The Register of Member and Share Transfer Book of the Company will remain closed from the 22nd September, 2012 to 29th September 2012. (Both Days inclusive).
4. The dividend, if declared at the meeting, will be paid on or before Monday , 29th October, 2012 to those Members: (a) whose names appear as Beneficial Owners at the end of the business hours on, the 21st September, 2012 in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the shares held in electronic form; and (b) whose names appear as Members on the Company's Register of Members after giving effect to valid Transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before 21st September, 2012.
5. Relevant documents referred in the accompanying Notice & Explanatory Statement 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 1.00 P.M up to the date of Annual General Meeting.
6. 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.
7. Members / proxies should bring their attendance slips duly completed for attending meeting.
8. 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.
9. 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.
10. 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 Dematerialisation of shares.

11. 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.
12. A brief resume & other information, in respect of director seeking appointment at the Annual General Meeting, as required under Clause 49 of the Listing Agreement with the Stock Exchange are given hereunder.

A. Mr. Hari Om Agarwal

Date of Birth	:	03.01.1963
Date of Appointment	:	29 th September 2012
Qualification	:	He is a Graduate.
Expertise in specific functional areas	:	He is expert in public relationship and having good skills to manage people.
Outside Directorships held	:	NIL
Outside committee positions held	:	NIL
Shareholding in the company	:	NIL

13. The Ministry of Corporate Affairs ("Ministry") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through Electronic Mode. In accordance with the recent circulars bearing No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry, Companies can now send various notices /documents including Annual Report to its shareholders through electronic mode, to the registered e-mail addresses of the shareholders.

It a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greater environment.

Pursuant to aforesaid Circular, Company has sent intimation to all shareholders, whose email address have been available to the company in the Beneficiary position received from the Depositories to get their email IDs registered. Those shareholders who have not furnished their email ID to their respective Depository Participants (DP) are requested to provide the same with their DP.

Please note that as a member of the company, you will be entitled to receive all such information in physical form, upon request at free of Cost.

By Order of the Board of Director

Place: Delhi

Dated : 29.08.2012

(RAMA GUPTA)
Chairman

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.
ITEM NO. 6

Mr. Hari Om Agarwal will be appointed as an Independent Director in this Annual General Meeting of the Company pursuant to section 260 of the Companies Act, 1956 & applicable provision of Article of Association. He will hold the office of the Director upto the Date of ensuing Annual General Meeting. He has received a notice pursuant to the section 257 of the Companies Act, 1956 in writing along with requisite deposit, proposing him as a candidate for the office of director of the Company, liable to retire by rotation.

Your Directors recommend the appointment for your approval.

Except Mr. Hari Om Agarwal no other director is concerned or interested in this resolution

Place: Delhi

Dated : 29.08.2012

By Order of the Board of Director

(RAMA GUPTA)
Chairman

DIRECTORS' REPORT

To,
The Members,
CCL INTERNATIONAL LIMITED

Your Directors have pleasure in presenting the 21st Annual Report with Audited Statement of Accounts of the Company for the year ended 31st March 2012.

Financial Results:

Financial results of the company for the year under review are summarized as below:

Particulars	(Rs. In Lacs)	
	Year Ended 31.03.2012	Year Ended 31.03.2011
Sales & Other Income	7296.74	5394.16
Profit Before Depreciation , Interest & Tax	115.58	127.93
Interest & Depreciation	18.57	13.89
Profit/(Loss)Before Tax	97.01	114.04
Provision for Tax - Current	21.99	18.00
- Previous Year Tax Adjustment	16.08	0.00
- Deferred	(0.83)	(0.14)
Profit/(Loss) after Tax	91.93	96.18
Profit Brought Forward from Previous Year	194.28	98.10
Transfer from Amalgamating Company	10.84	0.00
Proposed Dividend	(47.98)	0.00
Corporate Dividend Tax (CDT)	(7.78)	0.00
Profit/Loss Carried to Balance Sheet	241.28	194.28

Performance Review :

During the year under review, your company achieved turnover of Rs 7296.74 Lacs as compared to Rs. 5394.16 Lacs in the previous year. Net profit after tax is Rs. 91.93 Lacs as compared to Net Profit of Rs. 96.18 Lacs in the previous year. During the year under review, there has been a rise of 35.27 % in the Turnover & slight fall of 4.42 % in the Net Profit after Tax. Your directors are exploring the possibilities for diversification and expansion of the business activities of the Company and are taking necessary steps accordingly.

Business Operations:

The Company is engaged in various Business such as Trading of Steel, Non-Ferrous Metals , Cements, Manufacturing of Insulators & apart from operating in trading business, the company is also engaged in

the fields of Infrastructure Business. During the year, Company has gone through a process of merger in which one of the Group Company namely: AAR Infrastructure Limited which was engaged in construction business has merged with CCL. Hence, the Company is also focused on expanding its horizons in Civil Construction Projects, Pipelines and Highways.

M/s. AAR Infrastructure limited was also promoted by same group of Management (Group Company) was also engaged in Civil Construction Projects and has received Work Orders against the tenders for the Construction of Roads, Site Clearance, Earth Work, Erosion Control and Drainage, Cross Drainage Work, Protection Work and Construction of Pavement etc. in the State of Meghalaya from the P.W.D. Roads, Meghalaya, Shillong, Government of Meghalaya. ***Thus, by virtue of amalgamation, the above mentioned tenders will be executed by Transferee Company i.e. CCL International Limited.***

Further, This Amalgamation enables consolidation & expansion of CCL which will ultimately contribute in furthering and fulfilling the objectives and Business Strategies of both the companies thereby accelerating growth, expansion and development of their business.

Adequacy of Internal Control System:

The company has proper and adequate system of internal control to monitor proper recording of transaction according to policies and procedures laid down by the company. The company regularly monitors that all regulatory guidelines are complied with at all levels.

The Audit Committee constituted by the Board reviews the adequacy of Internal Control System. The Internal Auditors' Report dealing with the internal control system is considered by the Audit Committee and appropriate actions are taken wherever deemed necessary.

Financial Performance:

Operational Results, 2011-12 versus 2010-11:

(Rs. in Lacs)

Particulars	2011-12	2010-11
Total Income	538.27	239.23
Interest & Financial Charges	108.01	47.86
Expenses	326.33	73.54
Depreciation	6.92	3.80
Total Expenditure	441.26	125.20
Profit before Tax(PBT)	97.01	114.03
Provision for Tax	5.08	17.86
Profit after tax (PAT)	91.93	96.18
Paid up Equity Capital	1919.26	660.96
Reserves & Surplus	1512.32	212.07
Earning per Share	0.10	1.46