

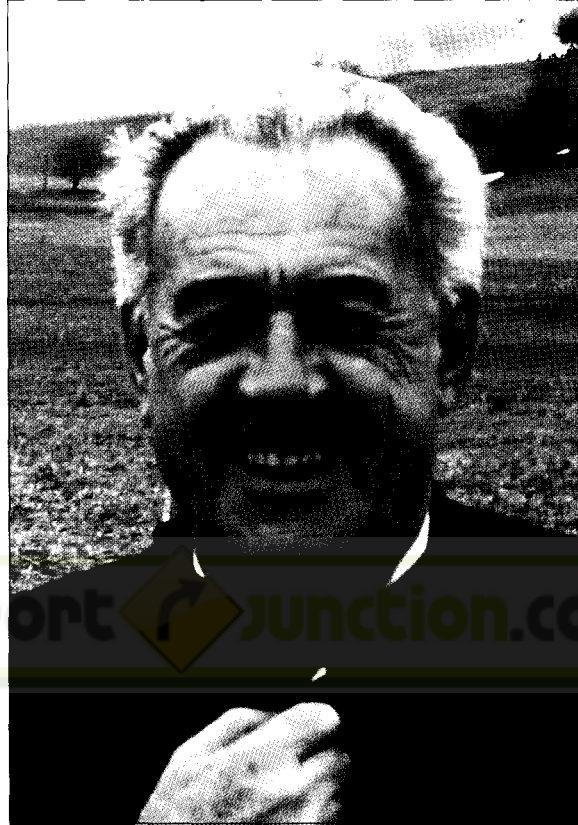


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CCL PRODUCTS (INDIA) LIMITED

ANNUAL REPORT 2008-09



MR. GERARD SIERRO
1939 - 2009

We are extremely fortunate to have been closely associated with **Mr. Gerard Sierro**. It is not often that one comes across a person so illustrious and yet so warm, approachable and humble. In him we found the mentor and the guide we had always hoped for. He shall be dearly missed by all.



CCL PRODUCTS (INDIA) LIMITED

48th ANNUAL GENERAL MEETING

Friday, 4th September, 2009

at 11.00 A.M

Duggirala - 522 330

Guntur Dist

Andhra Pradesh

INDIA

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CCL PRODUCTS (INDIA) LIMITED

Company Information

Board of Directors:

Mr. B N Jayasimha IAS (Retd.),
 Mr. Zafar Saifullah IAS (Retd.)
 Mr. I J Rao IRS (Retd.)
 Mr. Vipin K Singal
 Mr. Jonathan T Feuer
 Mr. Ian Breminer
 Mr. Gerard Sierro (upto 07-07-2009)
 Mr. Challa Srishant, Executive Director
 Mr. Challa Rajendra Prasad, Chairman & Managing Director

Auditors

M. Anandam & Co.,
 Chartered Accountants
 7 'A', Surya Towers
 Sardar Patel Road
 Secunderabad – 500 003.

Internal Auditors

Ramesh & Co.,
 Chartered Accountants
 H.No: 6-3-661/B/1
 Sangeeth Nagar, Somajiguda
 Hyderabad – 500 082.

Chief Financial Officer

K.V.L.N. SARMA

Registered Office & Factory:

Duggirala, Guntur Dist - 522 330
 Andhra Pradesh, India
 Ph: 08644 277294 Fax: 08644 277295
 www.cclproducts.com

Bankers

ICICI Bank Ltd.
 State Bank of India
 State Bank of Hyderabad
 Rabo Bank

Registrars & Share Transfer Agent (Physical & Demat)

Venture Capital & Corporate Investments Pvt. Ltd.
 12-10-167, Bharatnagar Colony,
 Hyderabad – 500 018
 Phone : 040 - 2381 8475 / 76
 Fax : 040 - 2386 8024

Company Secretary
 E.T. Shilpa

Board Committees

Audit Committee

Mr. B N Jayasimha -Chairman
 Mr. I J Rao
 Mr. Zafar Saifullah
 Mr. Vipin K Singal

Shareholders ' / Investors ' Grievance Committee

Mr. I J Rao - Chairman
 Mr. B N Jayasimha
 Mr. Zafar Saifullah
 Mr. Challa Rajendra Prasad

Remuneration Committee

Mr. B N Jayasimha - Chairman
 Mr. I.J. Rao
 Mr. Zafar Saifullah



CCL PRODUCTS (INDIA) LIMITED

NOTICE

Notice is hereby given that the 48th Annual General Meeting of the Company will be held on Friday, 4th September, 2009 at 11 a.m., at the Registered Office of the Company situated at Duggirala, Guntur District, Andhra Pradesh- 522 330 to transact the following items of business:

Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss account for the financial year ended 31st of March, 2009 and the Balance Sheet as on that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend for the financial year 2008-09.
3. To appoint a director in place of Mr. Jonathan T Feuer who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Ian Breminer who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Zafar Saifullah who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. M. Anandam & Co., Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

Special Business:

7. To re-appoint Mr. Challa Rajendra Prasad as the Chairman and Managing 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 pursuant to the provisions contained under Sections 198, 269, 309, 310 and 311 read together with Schedule XIII of the Companies Act, 1956 consent of the members of the company be and is hereby accorded to re-appoint Mr. Challa Rajendra Prasad as the Chairman and Managing Director of the Company w.e.f 1st April 2009 for a period of 5 years on the terms of remuneration stated as under:

- a) Salary : Rs. 60,000/- per month along with other perquisites as per company rules and
- b) Commission : In addition to the salary and perquisites, calculated in such a way that the salary and commission shall not exceed 5% of the net profits of the company computed in terms of Section 349 & 350 of the Companies Act, 1956."

By order of the Board of Directors
for CCL PRODUCTS (INDIA) LIMITED

Sd/-

Challa Rajendra Prasad
Chairman & Managing Director

Place : Hyderabad
Date : 16th July, 2009



CCL PRODUCTS (INDIA) LIMITED

NOTES FOR MEMBERS:

1. **A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself and such proxy need not be a member of the Company.**
2. Proxies in order to be effective must be received by the Company at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from **31st August, 2009 to 4th September, 2009** (both days inclusive).
4. M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharat Nagar, Hyderabad - 500 018 is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
6. Members holding shares in the dematerialized form are requested to notify any changes with respect to their addresses, email id, ECS mandate and bank details to their Depository Participant.
8. Members holding shares in physical form are informed to furnish their bank account details to the STA to have printed the same on the dividend warrants so as to avoid any possible fraudulent encashment/ misuse of dividend warrants by others.
9. Pursuant to Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund set up by the Government of India and no payment shall be made from that fund in respect of any such claims.

Members who haven't yet encashed their dividends warrants for the financial year 2002-03 onwards, are requested to make their claims to the Company without any further delay.
10. An amount of Rs.66, 751.20/- (Rupees Sixty-six Thousand Seven Hundred Fifty-one and paise Twenty only) has been transferred to the Investor Protection and Education Fund from the unclaimed dividend amount for the year 2001-02.



CCL PRODUCTS (INDIA) LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

ITEM NO. 7

The term of Mr. Challa Rajendra Prasad, as Chairman and Managing Director, expired on 31st March 2009. Considering his rich experience and the remarkable growth achieved under his effective leadership, the Board considered his re-appointment for a further period of 5 years w.e.f 1st April 2009 at their meeting held on January 31, 2009. The appointment or re-appointment, as the case may be, of Managerial personnel, is subject to the approval of the members at their meeting. Hence, the Board commends this resolution for your approval.

None of the directors except Mr. Challa Rajendra Prasad, whose re-appointment is proposed herein and Mr. Challa Srishant, being a relative is interested in this resolution.

By order of the Board of Directors

Sd/-
Challa Rajendra Prasad
Chairman & Managing Director

Place :Hyderabad
Date : 16th July 2009





CCL PRODUCTS (INDIA) LIMITED

Details of Directors seeking appointment / retiring by rotation and seeking re-appointment (In pursuance of Clause 49 of the Listing Agreement)

Name of the Director	:	Mr. Jonathan T Feuer
Date of Birth	:	22-11-1951
Occupation	:	Business
Expertise in specific functional areas	:	Over 3 decades experience and expertise of being a full member of the Green Coffee Association of New York, the Pacific Coast Coffee Association, the Tea and Coffee Association of Canada and the National Coffee Association of the USA.
Directorships in other Companies	:	-NIL-
Committee positions held in other Companies	:	-NIL-
Shareholding in the Company	:	3,00,000

Brief Profile:

Mr. Feuer is the President of a privately held firm, L. M. Zuckerman & Co., Inc., New York, an importer and manufacturer's representative specializing exclusively in the trade of soluble coffee. Mr. Feuer joined the firm in 1977, advancing to the position of President and CEO in 1990.

The company has been lifelong members of the National Coffee Association (NCA) of the USA. Mr. Feuer has been a Director, Treasurer and currently serves as Chairman of the Association. The NAC is the leading trade association serving North America and represents the industry and government in all international forums such as International Coffee Organization (ICO).

Also a former director of Asian Coffee Ltd. (presently Tata Coffee Ltd.), Mr. Feuer is on the Board of CCL Products (India) Ltd since the inception of its Instant Coffee Unit in 1994. In addition, Mr. Feuer has served as Director of various charitable organizations. Mr. Feuer travels extensively to South America, Southeast Asia, Europe and India in connection with the soluble coffee business.

Name of the Director	:	Mr. Ian Breminer
Date of Birth	:	27-08-1952
Occupation	:	Business
Expertise in specific functional areas	:	He has very good knowledge and experience of both Green and Soluble Coffee markets, particularly in Europe. He is a second generation businessman in the family business of coffee trading. He has a commendable worldwide supply and marketing network in Europe and is widely known and active in many International Coffee forums.
Directorships in other Companies	:	-NIL-



CCL PRODUCTS (INDIA) LIMITED

Committee positions held in other Companies : -NIL-

Shareholding in the Company : 16,09,798

Brief Profile:

Mr. Ian Breminer is one of the Foreign Collaborators of your Company. He has been associated with the coffee industry for almost 40 years. At present he is the Managing Director of Complete Coffee Limited, UK.

OTHER INFORMATION

- 1985/86 - Vice-Chairman of The Coffee Trade Federation Ltd., UK
- 1988 - Co-ordinator of 6th International Coffee Congress in Brighton, UK
- 1991/92 - Vice-Chairman of The Coffee Trade Federation Ltd., UK
- 1993/94 - Elected Chairman of The Coffee Trade Federation Ltd., UK
- 1994/96 - Elected Chairman of CECA (Commerce of European Coffee Associations)
- 1996/98 - Re-elected Chairman of CECA for a further 2 years period
- 1996 - Awarded '**Coffee Man of the year**' by Tea & Coffee Trade Journal USA
- 1996 - Appointed Director Continental Coffee Ltd. Hyderabad, India
(Renamed CCL Products (India) Ltd in 2002)
- 1998/00 - Re-elected Chairman of CECA for a further 2 years period
- 1999 (Part) - Acting President of European Coffee Federation.
- 2001 - Awarded **Medalla de Merito Cafetero "Manuel Mejia"** for service to the Colombian Coffee Industry
- 2004-06 - Vice - Chairman The British and Colombian Chamber of Commerce
- 2006 - Appointed Chairman of The British and Colombian Chamber of Commerce
- 2006 - Chairman and Trustee of Complete Coffee Foundation



CCL PRODUCTS (INDIA) LIMITED

Name of the Director : **Mr. Zafar Saifullah**
Date of Birth : 24-04-1936
Occupation : IAS (Retd.)
Expertise in specific functional areas : He is a former Cabinet Secretary, Government of India and has held various other key posts with the Central and State Governments such as Advisor to the Governor of Haryana, Additional Chief Secretary & Development Commissioner, Govt. of Karnataka, Chairman, Mumbai Port Trust, etc,

He has also held positions as Chairman and Managing Director of several Government Companies and Corporations during his service.

Shareholding in the Company : - NIL -

Directorships & Committee positions held in other Companies : as detailed below

S. No.	Name of the Company	Name of the Committee	Position held
1	Shankara Pipes India Limited	Audit Committee Remuneration Committee Investors' Grievance Committee	Chairman Chairman Chairman
2	Metrail India Private Limited		
3	Goodearth Mining Private Limited		

Brief Profile:

Mr. Zafar Saifullah held various positions in the top administrative echelonh of Government of India and various State Governments as an IAS Officer during his tenure of service. Some of the important positions held by him in the past are as under:

- Cabinet Secretary, Government of India.
- Advisor to Governor of Haryana.
- Additional Chief Secretary and Development Commissioner, Govt. of Karnataka.
- Chairman, Mumbai Port Trust.
- Special Assistant to Union Minister for Industrial Development.
- Secretary to Govt. of Karnataka, Rural Development and Cooperation Department.
- Director, Industries & Commerce, Government of Karnataka.
- CMD, Mysore Paper Mills Limited.
- CMD, Karnataka State Industrial Investment & Development Corporation Limited.
- Managing Director, Trade Fair Authority of India (now ITPO).
- Managing Director, Gauribidanur Cooperative Sugar Factory Limited.
- General Manager, National Mineral Development Corporation Limited.