



CCL PRODUCTS (INDIA) LIMITED

ANNUAL REPORT 2009-10



MR. B. N. JAYASIMHA
(1928-2010)

During this year, we lost **Mr. B. N. Jayasimha**, a member of the Board of Directors of the Company, on 26th February, 2010. Mr. Jayasimha was with the Company since 1994. He rendered invaluable service to the Company and guided the Company, with his vast experience and intellectual prowess, Mr. Jayasimha was greatly instrumental in the success which the Company has achieved over the years.

The Company has been extremely fortunate to have been closely associated with Mr. Jayasimha, an individual who was very illustrious and yet so humble, warm and approachable. He was a constant source of inspiration and guidance and we will forever be grateful to him and cherish his memory.



CCL PRODUCTS (INDIA) LIMITED

49th ANNUAL GENERAL MEETING

Wednesday, 10th November, 2010

At 9.00 A.M

Duggirala – 522 330

Guntur Dist

Andhra Pradesh

INDIA

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CCL PRODUCTS (INDIA) LIMITED

Company Information

Board of Directors:

Mr. Zafar Saifullah, IAS (Retd.)
Mr. I. J. Rao, IRS (Retd.)
Mr. Vipin K. Singal
Mr. Jonathan T. Feuer
Mr. I. E. A. Breminer
Mr. Viplav Sharma
Mr. B.N.Jayasimha (upto 26.02.2010)
Mr. Challa Srishant, Executive Director
Mr. Challa Rajendra Prasad, Chairman & Managing Director

Chief Financial Officer

Mr. K.V.L.N. Sarma

Registered Office & Factory:

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

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

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.

Bankers

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

Board Committees

Audit Committee

Mr. Zafar Saifullah-Chairman
Mr. I. J. Rao
Mr. Vipin K. Singal
Mr. Viplav Sharma

Shareholders' / Investors' Grievance Committee

Mr. I. J. Rao - Chairman
Mr. Zafar Saifullah
Mr. Vipin K. Singal
Mr. Viplav Sharma

Remuneration Committee

Mr. I. J. Rao - Chairman
Mr. Zafar Saifullah
Mr. Vipin K. Singal
Mr. Viplav Sharma



CCL PRODUCTS (INDIA) LIMITED

NOTICE

Notice is hereby given that the 49th Annual General Meeting of the Company will be held on **Wednesday, 10th November, 2010 at 9.00 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, 2010 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 2009-10.
3. To appoint a director in place of Mr. I.J. Rao, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Vipin K. Singal, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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:

6. To appoint Mr. Viplav Sharma 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 pursuant to Article 84 of the Company’s Articles of Association and in conformity with the provisions of Section 260 of the Companies Act, 1956, Mr. Viplav Sharma, who was appointed as an Additional Director of the Company by the Board of Directors, and who holds office under the said Article and Section 260 of the Companies Act, 1956, only upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing along with a deposit of Rs. 500/- under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of Director, be and is hereby elected and appointed as Director of the Company, liable to retire by rotation.”

7. To re-appoint Mr. Challa Srishant as the Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special 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 Srishant as the Executive Director of the Company, w.e.f 18th July 2010, for a period of 5 years, on the terms of remuneration stated as under:



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- a) Salary : Rs. 25,000/- per month along with other perquisites, as per Rules of the Company and
- b) Commission : In addition to the salary and perquisites, calculated in such a way that the salary and commission shall not exceed 1% 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 : 29th September, 2010

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 the Share Transfer Books of the Company in respect of Equity Shares will remain closed from 5th October, 2010 to 10th October, 2010 (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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956**ITEM NO. 7**

Mr. Viplav Sharma was appointed by the Board of Directors as an Additional Director with effect from 30th April 2010, under Article 84 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 and holds his office upto the date of this Annual General Meeting. As required by Section 257 of the said Act, a notice along with the requisite deposit of Rs. 500/- has been received from a member signifying his intention to propose Mr. Sharma, as a candidate for the office of the Director.

Mr. Sharma is a Law Graduate from the National Academy of Legal Studies And Research (NALSAR), University of Law, Hyderabad. He had a very successful academic record, being the topper of his batch and was awarded 10 gold medals for excellence in various subjects of Law, including Corporate Law, Taxation Law, Intellectual Property Law, Contract Law. He was also adjudged the Best Student for Overall Excellence and was also awarded a fellowship for his academic excellence.

Till recently, Mr. Sharma was working with the law firm of Amarchand & Mangaldas & Suresh A. Shroff & Co., at their New Delhi office. Mr. Sharma has recently relocated to Hyderabad to start his individual practice.

Mr. Sharma has the experience of handling diverse cases relating to corporate, commercial and general litigation, with regular appearances in various Courts, including several State High Courts, as well as the Supreme Court of India. Mr. Sharma also appears, on a regular basis, before various Commissions and other quasi judicial authorities, including M.R.T.P. Commission and Competition Commission Appellate Tribunal, National Consumer Disputes Redressal Commission, various State Consumer Disputes Redressal Commissions and District Consumer Forums, Central Administrative Tribunal, Company Law Board, Debt Recovery Tribunals, Appellate Tribunal for Electricity, Income Tax Appellate Tribunal, etc.

Mr. Sharma has handled litigations in judicial forums outside India, particularly, in the Commercial Court of the Queen's Bench Division and Court of Appeal, England; the District Court of Illinois, United States of America; the High Court of Singapore; several courts in Nepal, and has provided written evidence on issues relating to Indian Law, before the Commercial Court of the Queen's Bench Division and Court of Appeal, England and the District Court of Illinois, United States of America.

Mr. Sharma also holds the experience of handling various Domestic Arbitrations and International Commercial Arbitrations, both Adhoc and Institutional, including several arbitrations under the institutional rules of the India Council of Arbitration, ICADR, etc. and numerous foreign seated arbitrations under the Rules of Arbitration of the International Chamber of Commerce, the Singapore International Arbitration Centre, the London Court of International Arbitration, etc.

Additionally, Mr. Sharma has provided numerous opinions and advises on diverse issues of law, and also holds the experience of undertaking complex corporate transactions.

Mr. Sharma has professional association with several national and international organisations.

Mr. Sharma has several publications, both in national and international journals, to his credit. He has also actively participated in policy and regulatory framework. He was a member of the Drafting Committee that drafted the Legislation on Abolition of Child Labour and Compulsory Education for



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the State of Andhra Pradesh. He also contributed to the Task Force on National Rules of Procedure for Recognition and Enforcement of Foreign Awards pursuant to the New York Convention of 1958, constituted by Commission on Arbitration of the International Chamber of Commerce, Paris.

Mr. Sharma has also participated in several seminars, workshops and conferences.

Considering the qualifications and diverse experience of Mr. Viplav Sharma, the Board felt that it will be in the interest of the Company to avail of his services as a Director of the Company.

The resolution as set out in this item of the accompanying notice, is accordingly commended for approval of the members.

None of the Directors, except Mr. Viplav Sharma, are interested in the resolution, as it relates to his appointment.

ITEM NO. 8

The term of office of Mr. Challa Srishant has expired on 17th July, 2010. The Board Considered his experience and the growth achieved by the company under his effective leadership, and hence recommended his re-appointment for a further period of 5 years, w.e.f 18th July 2010 at their meeting held on April 30th, 2010. 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 approval of the members.

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

By order of the Board of Directors

Sd/-

Challa Rajendra Prasad
Chairman & Managing Director

Place : Hyderabad
Date : 29th September, 2010



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. I. J. Rao
Date of Birth	:	19-10-1931
Occupation	:	I.R.S. (Retd.)
Expertise in specific functional areas	:	Customs and Central Excise Laws.
Directorships in other Indian Companies	:	-NIL-
Committee positions held in other Companies	:	-NIL-
Shareholding in the Company	:	500

Brief Profile:

Mr. I. J. Rao is a Gold Medalist in M.A. (Economics) from Andhra University. He started his career as a lecturer and thereafter joined the Indian Customs & Excise Service in 1955. He served as the Collector of Central Excise Guntur, Chennai and Kanpur. He also served as the Collector of Customs, Kolkata. He joined the Customs, Excise, Gold (Control) Appellate Tribunal (CEGAT), New Delhi as a member, in March 1983 was subsequently elevated to the post of the Vice-President of the Tribunal.

He has penned hundreds of short stories and several novels and radio plays. He was Awarded the prestigious *Pratibha Puraskaram* in the year 1998 for his short story/novel by Potti Sriramulu Telugu University, Hyderabad.

Several of his articles on issues relating to finance, revenue and taxation, have been published in prestigious newspapers like the Statesman (Kolkata), Economic Times (Mumbai), Business Standard (Kolkata), Excise Law Times (New Delhi) etc.

Mr. Rao is presently the Chairman for the Shareholders/Investors Grievance Committee and a member of the Audit Committee of the Company.

Name of the Director	:	Mr. Vipin K. Singal
Date of Birth	:	25-01-1949
Occupation	:	Business
Expertise in specific functional areas	:	Rich experience in the field of business and management.
Directorships in other India Companies	:	Delhi Express Travels Pvt. Ltd. BSRC Holdings Pvt. Ltd.
Committee positions held in other Companies	:	-NIL-
Shareholding in the Company	:	500



CCL PRODUCTS (INDIA) LIMITED

Brief Profile:

Mr. Vipin Kumar Singal is a Graduate in Agricultural Engineering from the Punjab Agricultural University. Mr. Singal heads the Delhi Express Travels Pvt. Ltd., a Company engaged in the business of in International Air Ticketing, Business & Leisure, Incentives, Inbound Tourism, Outbound Holidays, Cruises, Hotels & Resorts in India, Domestic Tourism and promotion & marketing of Eurail in India. His association with the travel and tourism industry spans over 3 decades, which gives him vast experience in the field of business and management.

Mr. Singal is currently a member of the Audit Committee of the Company.