



CCL PRODUCTS (INDIA) LIMITED
ANNUAL REPORT (2018-19)



New Freeze Dried Plant located at Kuvvakolli Village,
Chittoor District, Andhra Pradesh, India.



58TH ANNUAL GENERAL MEETING

Wednesday, 07th August, 2019
at 09.30 A.M.
at Sarojini Picture Palace
situated at Duggirala – 522 330
Guntur Dist. Andhra Pradesh
INDIA

Contents

	Page No.
✧ Company Information	2
✧ Notice	4
✧ Directors' Report	31
✧ Annexures to Directors' Report	42
✧ Business Responsibility Report	81
✧ Report on Corporate Governance	93

Financial Statements

Standalone Financial Statements

✧ Independent Auditors' Report	117
✧ Balance Sheet	127
✧ Statement of Profit & Loss	128
✧ Statement of Changes in Equity	129
✧ Cash Flow Statement	131
✧ Notes on Accounts	132

Consolidated Financial Statements

✧ Independent Auditors' Report	165
✧ Balance Sheet	173
✧ Statement of Profit & Loss	174
✧ Statement of Changes in Equity	175
✧ Cash Flow Statement	177
✧ Notes on Accounts	178
✧ Attendance Slip	215
✧ Proxy Form	217

Company Information**Board of Directors**

Mr. Challa Rajendra Prasad, Executive Chairman
Mr. Vipin K. Singal
Mr. K. Chandrabhas, IRS (Retd.)
Mr. J. Rambabu, IAS (Retd.) (upto 31.03.2019)
Mr. K. K. Sarma
Mr. B. Mohan Krishna
Mr. G.V. Krishna Rau IAS (Retd.)
Mrs. Kulsoom Noor Saifullah
Mrs. Challa Shantha Prasad
Dr. Lanka Krishnanand
Mr. Kode Durga Prasad, IPS (Retd.)
Mr. Kosaraju Veerayya Chowdary, IRS (Retd.) (w.e.f. 25.06.2019)
Mr. Challa Srishant, Managing Director

Chief Financial Officer

Mr.V. Lakshmi Narayana

Company Secretary & Compliance Officer

Ms. Sridevi Dasari

Registered Office & Factory

Duggirala, Guntur Dist. - 522 330
Andhra Pradesh, India.
Ph : +91 8644-277294, Fax : +91 8644-277295
E.mail : info@continental.coffee
www.cclproducts.coffee

CIN No. L15110AP1961PLC000874

**Registrars & Share Transfer Agent
(Physical & Demat)**

M/s. Venture Capital & Corporate Investments Pvt. Ltd.
12-10-167, Bharatnagar Colony
Hyderabad – 500 018, T.S., India
Phone : +91 40 2381 8475 / 76
Fax : +91 40 2386 8024
E.mail : info@vccipl.com

Auditors

M/s.Ramanatham & Rao,
Chartered Accountants
Ft.no.302, Kala Mansion
Sarojini Devi Road
Secunderabad – 500 003, T.S., India.

Internal Auditors

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

Bankers

ICICI Bank Ltd
State Bank of India
Citi Bank N.A.
HDFC Bank Ltd

Secretarial Auditors

M/s. P. S. Rao & Associates
Company Secretaries
Flat No.10, 4th Floor, D. No.6-3-347/22/2
Ishwarya Nilayam, Opp. Sai Baba Temple,
Dwarakapuri Colony, Punjagutta,
Hyderabad – 500 082, T.S., India

Board Committees	
Audit Committee	Stakeholders Relationship Committee
Mr. Kata Chandrahas - Chairman Mr. Vipin K. Singal Mr. J. Rambabu (upto 31.03.2019) Mr. K. K. Sarma Mr. G.V. Krishna Rau Mrs. Kulsoom Noor Saifullah Dr. Lanka Krishnanand Mr.Kode Durga Prasad Mr.Kosaraju Veerayya Chowdary (w.e.f. 11.07.2019)	Mr. Vipin K. Singal - Chairman Mr. Kata Chandrahas Mr. J. Rambabu (upto 31.03.2019) Mr. K. K. Sarma Mr. G.V. Krishna Rau Mrs. Kulsoom Noor Saifullah Dr. Lanka Krishnanand Mr. Kode Durga Prasad Mr.Kosaraju Veerayya Chowdary (w.e.f. 11.07.2019)
Nomination and Remuneration Committee	Corporate Social Responsibility Committee
Mr. G.V.Krishna Rau - Chairman Mr. Vipin K. Singal Mr. Kata Chandrahas Mr. J. Rambabu (upto 31.03.2019) Mr. K. K. Sarma Mrs. Kulsoom Noor Saifullah Mrs. Challa Shantha Prasad Dr. Lanka Krishnanand Mr.Kode Durga Prasad Mr.Kosaraju Veerayya Chowdary (w.e.f. 11.07.2019)	Mr. Vipin K Singal- Chairman Mr. Kata Chandrahas Mr. J. Rambabu (upto 31.03.2019) Mr. K. K. Sarma Mr. B. Mohan Krishna Mr. G.V. Krishna Rau Mrs. Kulsoom Noor Saifullah Mr. Challa Srishant Mrs. Challa Shantha Prasad Dr. Lanka Krishnanand Mr. Kode Durga Prasad Mr.Kosaraju Veerayya Chowdary (w.e.f. 11.07.2019)
Risk Management Committee	
Mr. Challa Srishant- Chairman Mr. Vipin K. Singal Mr. Kata Chandrahas Mr. J. Rambabu (upto 31.03.2019) Mr. K. K. Sarma Mr. B. Mohan Krishna Mr. G.V. Krishna Rau Mrs. Kulsoom Noor Saifullah	Mrs. Challa Shantha Prasad Dr. Lanka Krishnanand Mr.Kode Durga Prasad Mr.Kosaraju Veerayya Chowdary (w.e.f. 11.07.2019) Mr. K. V. L. N. Sarma Ms. Sridevi Dasari Mr. N. Sudhakar

NOTICE

Notice is hereby given that the 58th Annual General Meeting of the Members of CCL Products (India) Limited will be held on 7th August, 2019 at 9.30 A.M. at Sarojini Picture Palace situated at Duggirala, Guntur District, Andhra Pradesh- 522 330 to transact the following items of business:

Ordinary Business:

1. To consider and adopt:
 - (a) the audited Financial Statement of the Company for the year 2018-19 together with the Report of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated Financial Statement of the Company for the year 2018-19.
2. To declare final dividend of ₹ 1.75/- per Equity Share of ₹ 2/- each to the shareholders for the financial year 2018-19 and to confirm the interim dividend of ₹ 1.75 per Equity Share of ₹ 2/- each.
3. To appoint a director in place of Mrs. Challa Shantha Prasad (DIN 00746477), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

Special Business:

4. Appointment of Mrs. Kulsoom Noor Saifullah as an Independent Director :

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 of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Kulsoom Noor Saifullah (DIN 02544686), who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 14th February, 2019 as per Section 161(1) of the Companies Act, 2013 and who holds her office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years commencing from 14th February, 2019.”

5. Appointment of Mr. K. K. Sarma as Non-Executive Director

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 of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K. K. Sarma (DIN 06672873), who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 14th February, 2019 as per Section 161(1) of the Companies Act, 2013 and who holds his office as such upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as Non-Executive Director of the Company, whose office shall be liable to retire by rotation.”

6. Appointment of Mr. Vipin K Singal as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vipin K Singal (DIN 00505339), who was appointed as an Independent Director at the 53rd Annual General Meeting of the Company and who holds his office as such upto the 58th Annual General Meeting and who is eligible for re-appointment as such and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years commencing from 07th August, 2019.”

7. Appointment of Mr. Kata Chandrahas as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kata Chandrahas (DIN 02994302), who was appointed as an Independent Director at the 53rd Annual General Meeting of the Company and who holds his office as such upto the 58th Annual General Meeting and who is eligible for re-appointment as such and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years commencing from 07th August, 2019.”

8. Appointment of Mr. Kosaraju Veerayya Chowdary as an Independent Director

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 of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kosaraju Veerayya Chowdary (DIN 08485334), who was appointed as an Additional Director of the Company by the Board of Directors through circular resolution passed on 25th June, 2019 as per Section 161(1) of the Companies Act, 2013 and who holds his office as such upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years commencing from 25th June, 2019.”

9. Re-appointment of Mr. Challa Rajendra Prasad as an Executive Chairman

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, consent of Members of the Company be and is hereby accorded to the reappointment of Mr. Challa Rajendra Prasad (DIN 00702292) as an Executive Chairman of the Company with effect from 14th February, 2019 to hold his office as such upto 31st March, 2020, at a monthly remuneration of ₹ 35,00,000/- along with other perquisites as per the Rules of the Company and as per the terms and conditions set out in the employment agreement entered on 14th March, 2019.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the tenure of Mr. Challa Rajendra Prasad as Executive Chairman, the above mentioned remuneration would be paid as minimum remuneration subject to the provisions of Schedule V to the Companies Act, 2013 or any statutory enactment thereof.”

10. Re-appointment of Mr. Challa Srishant as Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, consent of the Members of the Company, be and is hereby accorded to the reappointment of Mr. Challa Srishant (DIN 00016035) as Managing Director of the Company with effect from 14th February, 2019 for a period of 5 years at a remuneration / commission as laid hereunder and as per the terms and conditions set out in the employment agreement entered on 14th March, 2019:

- a) Salary: ₹ 30,00,000/- per month along with other perquisites as per the 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 4% of the net profits of the Company computed in terms of section 197 & 198 of Companies Act, 2013).”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the tenure of Mr. Challa Srishant as the Managing Director, the above mentioned remuneration would be paid as minimum remuneration subject to the provisions of Schedule V to the Companies Act, 2013 or any statutory enactment thereof.”

11. Appointment of Mr. B. Mohan Krishna as Director- Operations

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, consent of the Members of the Company, be and is hereby accorded to the reappointment of Mr. B. Mohan Krishna (DIN 03053172) as Director- Operations of the Company with effect from 14th February, 2019 for a period of 5 years at a remuneration / commission as laid hereunder and as per the terms and conditions set out in the employment agreement entered on 14th March, 2019:

- a) Salary: ₹ 25,00,000/- per month along with other perquisites as per the 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 3% of the net profits of the Company computed in terms of section 197 & 198 of Companies Act, 2013)."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the tenure of Mr. B. Mohan Krishna as Director- Operations, the above mentioned remuneration would be paid as minimum remuneration subject to the provisions of Schedule V to the Companies Act, 2013 or any statutory enactment thereof."

12. Ratification of Remuneration to Cost Auditors

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 of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the year 2019-20 to M/s. Kapardi & Associates, Cost Accountants, (Registration No. 100231), Hyderabad, appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2020, amounting to ₹1,75,000/- (Rupees One Lakh Seventy Five Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified."

By order of the Board of Directors
For CCL Products (India) Limited

Place: Hyderabad
Date : 11th July, 2019

Sd/-
Sridevi Dasari
Company Secretary & Compliance Officer

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/herself 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. A Proxy Form for the Annual General Meeting is enclosed to the Report.
3. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from Saturday, 03rd August, 2019 to Wednesday, 07th August, 2019 (both days inclusive).
4. Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
5. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to your addresses, email id, ECS mandate etc.

In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharat Nagar, Hyderabad - 500 018 by enclosing a photocopy of blank cancelled cheque of your bank account.
6. M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharat Nagar, Hyderabad -500 018 are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
7. 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 RTA / Company.
8. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
9. Members holding shares in physical form are informed to furnish their bank account details to the RTA to have printed the same on the dividend warrants so as to avoid any possible fraudulent encashment/ misuse of dividend warrants by others.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days during normal business hours upto the date of the meeting.
11. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
13. The final dividend of ₹1.75/- per equity share of ₹ 2/- each, for the year ended 31st March, 2019 as recommended by the Board, if declared at the meeting, will be paid to those members whose names appear in the Company's register of members after effecting valid transfers received upto the close of business hours on 2nd August, 2019. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details provided as at the close of business hours on 2nd August, 2019 by National Securities Depository Limited and Central Depository Services (India)