
Annual Report

and

Accounts

2008-2009

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CCAP LIMITED

(Formerly Central Concrete & Allied Products Limited)

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(Formerly Central Concrete & Allied Products Ltd.)

CONTENTS :

MCS Ltd. (formerly Computech International Ltd.) of 77/2A Hazra Road, Kolkata-700 029 has been appointed as Registrars and Share Transfer Agents of the Company. Shareholders may please contact them for any matters in connection with the shareholding in the company.

Telephone : 2476-7350/51/52/53/54
2454-1892/93

Fax : 2474-7674, 2454-1961

E-mail : mcskol@rediffmail.com

Share Transfer

As per SEBI guidelines, trading of the Equity shares in the Company has been compulsory dematerialised with effect from 26th March, 2001. The Demat ISIN No. in NSDL & CDSL is INE 413C01013

In case of any share transfer in physical form after the transfer is effected, share certificates are despatched to the transferee within 15 days from the date of receipt of the transfer Deed.

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BOARD OF DIRECTORS :

Chairman : Mr. Chirantan Mukherji

Directors : Mr. Asamanja Mitra
Mr. Dibakar Chatterjee
Mr. Shanti Ranjan Paul
Mr. Chinmoy Mazumder
Mr. Sisir Kumar Saha
(Whole time Director)
Mr. Mahiruha Mukherji
(Whole time Director)
Mr. Koushik Roy
(Appointed as Additional
Director w.e.f. 24.04.09)

Secretary : Mr. K. L. Surana

Auditors : G. Basu & Co.
Chartered Accountants

Bankers : State Bank of India

Registered Office : ETERNITY BUILDING
DN-1, Sector-V
Salt Lake
Kolkata-700 091

NOTICE

NOTICE is hereby given that the Thirty-Sixth Annual General Meeting of the Members of **CCAP LIMITED** will be held at Eastern Zonal Cultural Centre (EZCC), 'AIKATAN', IA-290, Sector-III, Saltlake, Kolkata-700097, on Wednesday, the 16th September, 2009 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2009 and Balance Sheet as on that date together with the Report of the Directors and Auditors of the Company.
2. To declare dividend for the financial year ended 31st March, 2009.
3. To appoint a Director in place of Mr. Shanti Ranjan Paul and Mr. Chirantan Mukherji, who retires from office by rotation, and being eligible, to offer themselves for re-appointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Koushik Roy who was appointed as Additional Director of the Company by the Board of Directors of the Company and who holds office upto the date of this Annual General Meeting and who is eligible for appointment to the office of Director be and is hereby appointed as Director of the Company, liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution** :-

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 314 and all other applicable provisions read with Schedule XIII of the Companies Act, 1956, the consent and approval of the members of the Company be and is hereby accorded to the re-appointment and remuneration payable to Mr. Mahiruha Mukherji, Whole-time Director for a further period of 3 years commencing from 01.01.2009 on the terms and conditions as to remuneration and perquisites set out in the explanatory statement."

7. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution** :-

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 314 and all other applicable provisions read with Schedule XIII of the Companies Act, 1956, the consent and approval of the members of the Company be and is hereby accorded to the re-appointment and remuneration payable to Mr. Sisir Kumar Saha, Whole-time Director for a further period of 3 years commencing from 01.01.2009 on the terms and conditions as to remuneration and perquisites set out in the explanatory statement."

By Order of the Board
K.L.Surana
Company Secretary

Kolkata, 11th June, 2009

NOTES FOR MEMBERS' ATTENTION

1. An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing proxy should however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Register of the Company shall remain closed from the 9th day of September, 2009 to 16th day of September, 2009 (both days inclusive).
4. Members are requested to notify to the Company change of address, if any, with pin code quoting reference of their Folio Number to the Company's Registrar & Transfer Agent M/s. MCS Ltd., 77/2A, Hazra Road, Kolkata 700 029.
5. Members who are holding Shares in identical order or names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holdings in one folio. The Share Certificates will be returned to the Members after making requisite changes thereon.
6. Non-resident Indian Shareholders are requested to inform the Company immediately: -
 - (a) The change in residential status on return to India for permanent settlement.
 - (b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
7. Members holding shares in physical form can avail the facility of nomination in respect of the shares held by them, consequent upon the introduction of Section 109A and 109B of the Companies Act, 1956. The prescribed Form (Form-2B) can be obtained from the Company's Registrar & Transfer Agent.
8. Please bring the attendance slip with you duly filled in and hand over the same at the entrance of the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting. Shareholders are requested to bring their copy of the Annual Report to the meeting.
9. All the documents referred to in the above notes and explanatory statement are available for inspection at the registered Office of the Company at Eternity Building, DN-1, Sector-V, Saltlake, Kolkata- 700 091 between 10.00 a.m. and 12 noon on working days (except Sundays and Public Holidays) upto the date of the Annual General Meeting.

10. Should you wish to have any information in respect of the accounts of the Company, please send your queries in writing to the Company at the Registered office so as to reach us at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
11. The investors are advised to claim the uncashed dividends lying in the unpaid dividend accounts of the Company.
12. Pursuant to Section 205A of the Companies Act, 1956, all unpaid/unclaimed dividends up to the financial year ended 31st March, 1995, have been transferred to the General Revenue Account of the Central Government. Shareholders concerned are requested to submit their claims in the prescribed form to the Registrar of Companies, West Bengal, Nizam Palace, 234/4 Acharya Jagadish Chandra Bose Road, Kolkata-700 020. For subsequent years, the unpaid/unclaimed dividends will have to be claimed by the shareholders from the Company within 7 (seven) years from the date of transfer of the money to be unpaid dividend account of the Company, whereupon, the money will be transferred to the Investor Education and Protection Fund of the Central Government established under Section 205C of the said Act against which no claim will lie as per Section 205B of the said Act



EXPLANATORY STATEMENT

Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business mentioned in the notice.

ITEM No.5

Mr. Koushik Roy, a Civil Engineer was appointed as Additional Director by the Board of Directors of the Company with effect from 24.04.2009. His expertise and experience will benefit the Company in future. In view of his rich experience, it will be in the best interest of the Company that Mr. Koushik Roy continues as a Director of the Company.

In terms of the provisions of Section 260 of the Companies Act, 1956, Mr. Koushik Roy holds office only upto the date of the ensuing Annual General Meeting. Notice have been received from member of the Company under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director and signifying their intention to move the Resolution as set out in item no. 5.

Mr. Koushik Roy doesn't hold any shares of the Company. A statement containing the details of Mr. Koushik Roy is attached herewith.

The Board recommends adoption of the resolution regarding appointment of Mr. Koushik Roy as a Director of the Company.

None of the Directors of the Company except Mr. Koushik Roy is concerned or interested in the Resolution.

ITEM NO.6

Mr. Mahiruha Mukherji, B.E (Civil), Msc in Financial Mathematics (UK) with a background of work experience with different organizations including HSBC in UK for about 3 years, has been associated with the Company from a long period and is actively involved in the business policy decisions of the Company.

Taking into consideration the improved performance and growth of the Company, and based on the recommendations of the Remuneration Committee, the Board of Directors of the Company at its meeting held on 30.01.2009 has, subject to the approval of the members at the general meeting, unanimously approved the re-appointment of Mr. Mahiruha Mukherji as Whole-time Director of the Company for a further period of three years w.e.f. 01.01.2009.

The remuneration, duly approved by the Remuneration Committee of the Directors of the Company, and other terms and conditions of appointment which are within the limits of Schedule-XIII of the Companies Act, 1956 are given below:

- A. i) Basic Salary: Rs.70,000/- per month, subject to Income Tax.
- ii) Bonus: Yearly bonus of two months' basic salary, subject to Income Tax.
- iii) In addition to the Salary, the said Director shall be entitled to the following perquisites:

B. Perquisites:

(i) House Rent Allowance:

Rs. 15,000/- per month, subject to Income Tax.

Expenditure incurred by the Company on gas, electricity and water shall be valued as per the Income Tax Rules, 1962, subject to a maximum of Rs.5,000/- per month.

(ii) Medical Reimbursement:

Reimbursement of expenses incurred on account of domiciliary treatment for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years. For hospitalized cases, the limit is Rs.2,00,000/- over the period of three years. In addition the Company will pay a Mediclaim Insurance Premium subject to a maximum Rs.15,000/- per annum for self and family.

(iii) Leave Travel Concession:

Leave Travel Concession for self and family once in a year for travelling within India subject to a maximum Rs. 50,000/- (Rupees Fifty Thousand) per annum.

(iv) Club Fees:

For two clubs, excluding admission & Life Membership fees, subject to a maximum of Rs. 2,000/- (Rupees Two Thousand) per annum.

(v) Personal Accident Insurance:

Premium not to exceed Rs. 2000/- (Rupees Two Thousand) per annum.

- C. Contribution to Provident fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- D. Provision of Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed to the Director by the Company.

- E. In the event of loss or inadequacy of profits of the Company during the period of the Director's re-appointment, he will be entitled to the same remuneration as above subject to schedule XIII of the Companies Act, 1956.

In compliance with the requirements of section 302 of the Companies Act, 1956, abstract of the terms of his appointment together with the Memorandum of Concern or Interest had been circulated to the members of the Company on 5th February, 2009.

The articles of Association of the Company and also a copy of contract between the Company and the said Whole-time Director are open for inspection at the registered Office of the Company during business hours on any working day prior to the date of the meeting.

The Board recommends the resolution set out at item no. 6 of the notice for your approval.

None of the Directors of the Company except Mr. Mahiruha Mukherji, and Mr. Chirantan Mukherji, being the father of Mr. Mahiruha Mukherji are concerned or interested in the resolution.

ITEM NO.7

Mr. Sisir Kumar Saha, BE (Civil) has been associated with the Company from a long period and is charge of the projects and marketing division of the Company.

Taking into consideration the improved performance and growth of the Company, and based on the recommendations of the Remuneration Committee, the Board of Directors of the Company at its meeting held on 30.01.2009 has, subject to the approval of the members at the general meeting, unanimously approved the re-appointment of Mr. Sisir Kumar Saha as Whole-time Director of the Company for a further period of three years w.e.f. 01.01.2009.

The remuneration, duly approved by the Remuneration Committee of the Directors of the Company, and other terms and conditions of appointment which are within the limits of Schedule-XIII of the Companies Act, 1956 are given below:

- A. (i) Basic Salary: Rs.70,000/- per month, subject to Income Tax.
- (ii) Bonus: Yearly bonus of two months' basic salary, subject to Income Tax.
- (iii) In addition to the Salary, the said Director shall be entitled to the following perquisites:
- B. Perquisites:
- (i) House Rent Allowance:

Rs. 15,000/- per month, subject to Income Tax.

Expenditure incurred by the Company on gas, electricity and water shall be valued as per the Income Tax Rules, 1962, subject to a maximum of Rs.5,000/- per month.

(ii) Medical Reimbursement:

Reimbursement of expenses incurred on account of domiciliary treatment for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years. For hospitalized cases, the limit is Rs.2,00,000/- over the period of three years. In addition the Company will pay a Medclaim Insurance Premium subject to a maximum Rs. 15,000/- per annum for self and family.

(iii) Leave Travel Concession:

Leave Travel Concession for self and family once in a year for traveling within India subject to a maximum Rs. 50,000/- (Rupees Fifty Thousand) per annum.

(iv) Club Fees:

For two clubs, excluding admission & Life Membership fees, subject to a maximum of Rs. 2,000/- (Rupees Two Thousand) per annum.

(v) Personal Accident Insurance:

Premium not to exceed Rs. 2000/- (Rupees Two Thousand) per annum.

- C) Contribution to Provident fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- D) Provision of Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed to the Director by the Company.
- E) In the event of loss or inadequacy of profits of the Company during the period of the Director's re-appointment, he will be entitled to the same remuneration as above subject to schedule XIII of the Companies Act, 1956.

In compliance with the requirements of section 302 of the Companies Act, 1956, abstract of the terms of his appointment together with the Memorandum of Concern or Interest had been circulated to the members of the Company on 5th February, 2009.

The articles of Association of the Company and also a copy of contract between the Company and the said Whole-time Director are open for inspection at the registered Office of the Company during business hours on any working day prior to the date of the meeting.

The Board recommends the resolution set out at item no. 7 of the notice for your approval.

None of the Directors of the Company except Mr. Sisir Kumar Saha is concerned or interested in the resolution.

Kolkata, 11th June 2009

By Order of the Board
K.L.Surana
Company Secretary

**Particulars of Directors seeking Appointment/ Re-appointment
at this Annual General Meeting pursuant to clause 49(IV)(G)
of the Listing Agreement**

Name of Director	Chirantan Mukherji	Shanti Ranjan Paul	Mahiruha Mukherji	Sisir Kumar Saha	Koushik Roy
Date of Birth	21/11/1934	15/08/1965	21/06/1979	14/12/1957	01/08/1937
Date of Appointment/ Re-appointment	09/05/1972	16/06/2008	01/02/2007	01/11/2006	24/04/2009
Expertise in specific Functional areas	Industrialist having rich business experience	Experience in Construction activities	Wide experience with different organisations including HSBC in U.K	Wide experience in Construction	Wide experience in Construction activities
Qualification	B.E., C.E., F.I.E.	B.Com (Final)	B.E (Civil) MSC. in Financial Mathematic (UK)	B.E (Civil)	B.E (Civil)
List of Companies/firms /associations in Which outside Directorship held	New Central-group Engineering (P) Ltd. Banaphool Infotech (P) Ltd.	Shopping Bags Direct India (P) Ltd. Bengal Paulmech Infrastructure Ltd. Paulmech Infrastructure (P) Ltd. Koderma Steel (P) Ltd. S.R.P Construction (P) Ltd.	New Central-group Engineering (P) Ltd.	N.A	N.A