

CCL
International Ltd.

Date: 05.09.2020

To,
Bombay Stock Exchange
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street Fort,
Mumbai-400 001

Scrip Code: 531900

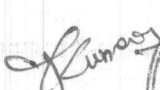
Sub: Notice of the 29th Annual General Meeting AGM of the Company for the Financial Year 2019-20

Respected Sir/Madam,

Pursuant to Regulation 30 read with schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of 29th Annual General Meeting scheduled to be held on 30th September, 2020.

This is for your information and record. Kindly acknowledge receipt.

Thanking you,
Yours Faithfully,
For CCL International Limited


Pradeep Kumar
Company Secretary
Mem. No. A50972



Registered Office: M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, New Delhi-110033 | +91 120 4214258

Corp. Address: C-42, Opp. Yes Bank, RDC, Raj Nagar, Ghaziabad, India-201002 | CIN No. L26940DL1991PLC044520

cclinternational2008@gmail.com | cmpsec@cclil.com | cclil@cclil.com

www.evocreteindia.com

Guwahati, Shillong, Tura, Aizwal

CCL INTERNATIONAL LIMITED
REGISTERED OFFICE
M-4, GUPTA TOWER, B 1/1, COMMERCIAL COMPLEX, AZADPUR, NEW DELHI-110033.
CIN: L26940DL1991PLC044520 CONTACT No. 0120 | 4214258
EMAIL ID: CMPSEC@CCLIL.COM / WWW.EVOCRETEINDIA.COM

NOTICE

Notice is hereby given that **29th Annual General Meeting** of the Members of **CCL International Limited**, will be held on Wednesday, 30th day of September, 2020 at 11.30 a.m. through video conferencing the Company to transact the following businesses: -

Ordinary Business:

1. Adoption of Audited Financial Statements

To consider and adopt:

the Audited Standalone Financial Statements of the Company for Financial Year 2019-20 together with the Report of the Board of Directors and Auditors' thereon;

2. Re-appointment of Director

To appoint a Director in place of Mrs. Rama Gupta [DIN: 00080613], who retires by rotation and being eligible, offers herself for re-appointment as Director.

SPECIAL BUSINESS:

3. Ratification of the Remuneration of Cost Auditor

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration to be paid to M/s. Shitanshu Agarwal & Associates., Cost Auditors (Firm Registration No. 003918) as fixed by the Board and as detailed in the explanatory statement of this item, for the Financial Year 2020-21, be and is hereby ratified.

By Order of the Board of Director

Place : Delhi

Dated : 31.08.2020

Sd/-
(Rama Gupta)
Chairman &
Managing Director
[DIN 00080613]

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. In line with the MCA Circulars and SEBI Circular, the Notice of the 29th AGM will be available on the website of the Company at www.evocreteindia.com on the website of BSE Limited at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com
4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
5. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 29th AGM through VC/OAVM Facility and e-Voting during the 29th AGM.
6. Members may join the 29th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:00 a.m. IST i.e. 30 minutes before the time scheduled to start the 29th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 29th AGM.
7. Member are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the AGM. However, the participation of members holding 2% or more is not restricted on first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.
8. Attendance of the Members participating in the 29th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of

the business to be transacted at the 29th AGM and facility for those Members participating in the 29th AGM to cast vote through e-Voting system during the 29th AGM.

10. Members seeking any information or having queries with regards to annual accounts are requested to write to the Company seven day in advance so as to enable the management to keep the information ready.
11. Corporate member are requested to send at cmpsec@cclil.com and richagulati14@gmail.com before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
12. The statement, pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Special Business under items 3 set out above to be transacted at the Annual General Meeting (Meeting) is annexed hereto and form part of this Notice.
13. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book ("Books") of the Company will remain closed from the Wednesday, 23th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive).
14. Pursuant to the provision of regulation 26(4) and 36(3) of SEBI (LODR) regulations 2015 and secretarial standards on general meeting (SS-2) issued by the Institute of Company Secretaries of India, the relevant details of Director retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting is provided in the "Annexure" to the Notice.
15. Pursuant to the provisions of the Companies Act, 2013, dividend for the year ended March 31, 2013 and thereafter, which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.
16. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016('The Rules') notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account.
17. Relevant documents referred to in the accompanying Notice and statement pursuant to Section 102(1) of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 10:00 a.m. to 11:00 a.m. upto the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
18. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.

19. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

- a) Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 29th AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company cmpsec@cclil.com
- b) In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self attested scanned copy of the PAN Card, to the email address of the Company cmpsec@cclil.com

20. 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 Dematerialization of shares.

21. 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, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055; Phone No. 011- 42541234; Fax No. 42541204; e-mail: info@alankit.com; as R&TA for both modes.

22. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 29th AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for year 2020, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 29th AGM and the Annual Report for the year 2020 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address cmpsec@cclil.com

b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

24. Members are requested to:

- a. intimate to the Company's Registrar and Transfer Agents, M/s. Alankit Assignments Ltd., changes, if any, in their registered addresses at an early date, in case of Shares are held in physical form;
- b. intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;
- c. quote their folio numbers/Client ID/DP ID in all correspondence; and
- d. Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

26. Process and manner for members opting for e-voting are as under:

The way to vote electronically on NSDL E-voting system consists of 'Two Steps' which are mentioned below:

Step 1 : Log-in to NSDL e-voting system

- I. Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- II. Once the home page of e-voting system is launched click on the icon 'Login' which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password and Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log in to NSDL e-services after using your log in credentials, click on e-voting and you can proceed to step 2 i.e. Cast your vote electronically.

IV. *Your User ID details will be as per details given below:*

- a) For members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For- example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).

- b) For members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
- c) For members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the Company (For example, for members holding Ordinary Shares, if folio number is 001*** and EVEN is 113928 then user ID is 113928001. For members holding 'A' Ordinary Shares, if folio number is 001*** and EVEN is ____ then user ID is ____ 001***).

V. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

VI. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares physical mode) option available on www.evoting.nsdl.com
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

VII. After entering your password, tick on 'I hereby agree to all Terms and Conditions'.

VIII. Click on 'Login' button.

IX. After you click on the 'Login' button, Home page of e-voting will open.

Step 2 : Cast your vote electronically on NSDL e-voting system

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting.

- ii. Click on Active Voting Cycles. You will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- iii. Select 'EVEN' of the Company for casting your vote: a. EVEN for Shares is 113928.
- iv. Now you are ready for e-voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- vi. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time and the Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its Members the facility to cast their votes electronically, through e-voting services provided by National Securities Depository Limited ('NSDL'), on items/resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ('remote e-voting') and the services will be provided by NSDL. Instructions for remote e-voting (including process and manner of e-voting) are given herein below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting. The Notice of the Annual General Meeting indicating the instructions of remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.evocreteindia.com

1. General instructions/information for Members for voting on the Resolutions:

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to richagulati14@gmail.com with a copy marked to evoting@nsdl.co.in on or before the closing of e-voting.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions ('FAQs') for Shareholders and e-voting User Manual for Shareholders, available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

2. Other Instructions:

- i. The remote e-voting period commences on Sunday, September 27, 2020 (9.00 a.m. IST) and ends on Tuesday, September 29, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 23, 2020, can cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting

thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change the vote subsequently.

- ii. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- iii. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the time AGM through e-voting.
- iv. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- v. The voting rights of the shareholders (for voting through remote e-voting at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on 23rd September, 2020 ('Cut-Off Date'). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.
- vi. Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e., 23rd September, 2020 may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.
- vii. Ms. Richa Gulati, Practicing Company Secretary (CP No. 11283) have been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the entire process of e-voting, in a fair and transparent manner.
- viii. The Scrutinizer after the conclusion of e-voting in connection with the Annual General Meeting, shall make, not later than 48 hours of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the website of the company and on the website of NSDL immediately after their declaration, and communicated to the Stock Exchanges where the Company's shares are listed, viz. BSE Ltd.
- x. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Wednesday, 30th September, 2020.

3. Instructions for Members for e-Voting during the 29th AGM are as under

1. Members may follow the same procedure for e-Voting during the 29th AGM as mentioned above for remote e-Voting.

2. Only those Members, who will be present in the 29th AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 29th AGM.
3. The Members who have cast their vote by remote e-Voting prior to the 29th AGM may also participate in the 29th AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.

By Order of the Board of Director

Place : Delhi
Dated : 31.08.2020

Sd/-
(Rama Gupta)
Chairman and Managing Director
[DIN 00080613]

STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated August 31, 2020.

Item No. 3

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on August 31, 2020, approved the appointment of the Cost Auditors, M/s. Shitanshu Agarwal & Associates, Cost Accountants (Firm Registration No. 003918). The Board has fixed remuneration of Rs. 20,000/- P.A for the Financial Year (Rupees Twenty Thousand only) exclusive of applicable taxes and out-of-pocket expenses subject to the approval by shareholders.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as fixed by the Board of Directors shall be approved by the members. The terms and conditions of appointment of M/s. Shitanshu Agarwal & Associates, Cost Accountants shall be open for inspection by the members at the registered office of the Company during normal business hours on all working day till the date of AGM.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

Place : Delhi
Dated : 31.08.2020

By Order of the Board of Director

Sd/-
(Rama Gupta)
Chairman and Managing Director
[DIN 00080613]

ANNEXURE-A

Details of Directors retiring by rotation and seeking Re-appointment:

| | |
|---|---|
| Name | Mrs. Rama Gupta (DIN: 00080613) |
| Date of Birth | 30.08.1996 |
| Qualifications | B.Ed. |
| Date of Appointment | 29.09.2017 |
| Experience | She is a qualified postgraduate and hold directorship in many Public and Private Companies since a long time and having great experience in the field of Human Resources. She has around 14 Years of experience in a variety of managerial function in this industry. She is responsible for execution of projects and work related thereto. She has also played a Key role in development and system integration of the company. |
| Terms and Conditions of Appointment | As per Appointment Letter |
| Remuneration sought to be paid and the remuneration last drawn | NIL |
| Date of first appointment at the board | 04.10.2008 |
| No. of shares held in CCL International Limited | 1038361 (5.41%) |
| Relationship with Other Directors and KMP | Related as Mother of Mr. Akash Gupta, Executive Director |
| Number of meetings of the board attended | 9 |
| Expertise in Specific functional area | Road Construction |
| Directorship held in other companies | CCL Holidays Private Limited Tanvi Fincap Private Limited AAR Infracity Limited Rama Anil Gupta Associates Private Limited |
| Memberships/ Chairmanship of Committees of other Companies | NIL |