



## CCL INTERNATIONAL LIMITED

REGISTERED OFFICE: M-4, GUPTA TOWER, B 1/1, COMMERCIAL COMPLEX, AZADPUR, NEW DELHI-110033.

CORPORATE OFFICE: C-42, RDC, RAJ NAGAR, GHAZIABAD-201002 CONTACT NO.: 0120 4214258

CIN: L26940DL1991PLC044520

EMAIL ID: cmpsec@cclil.com

### NOTICE

Notice is hereby given that **28th Annual General Meeting** of the Members of **CCL International Limited**, will be held as under to transact the following businesses: -

Day, Date : Monday, 30th day of September, 2019

Time : 11:00 A.M.

Venue : Hotel "Golden Palm" at Plot No. 6C, Mandawali, Fazalpur, Delhi – 92

#### ORDINARY BUSINESS:

##### 1. Adoption of Audited Financial Statements

To consider and adopt:

- the Audited Standalone Financial Statement of the Company for financial year 2018-19 together with the Report of the Board of Directors and Auditors' thereon; and
- the Audited Consolidated Financial Statement of the Company for the financial year 2018-19.

##### 2. Re-appointment of Director

To appoint a Director in place of Mr. Akash Gupta [DIN:01940481], who retires by rotation and being eligible, offers himself for re-appointment as Director.

##### 3. Re-appointment of current auditors, M/s. KPMC & Associates Chartered Accountants (Firm Registration No. 005359C), as the Statutory Auditors of the company for a second term of (5) five consecutive years and to fix their remuneration

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s KPMC & Associates, Chartered Accountants (Firm Registration No. 005359C), be and are hereby appointed as Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting to hold in the year 2024, at such remuneration as shall be fixed by the Board of Directors of the Company."

#### SPECIAL BUSINESS:

##### 4. Ratification of the Remuneration of Cost Auditor

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) 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 payable to M/s. Neeraj Sharma & Co., Cost Auditors (Firm Registration No. 100466) appointed by the Board to conduct Audit of the cost records maintained by the Company relating to the "Work Contract" for the Financial Year 2019-20, as set out in the Statement annexed to the notice convening this meeting, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

##### 5. Re-appointment of Mr. Arvind Sharma [DIN:00767969] as an Independent Director for a second term of (5) five consecutive years, in terms of Section 149 of the Companies Act, 2013.

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Arvind Sharma [DIN:00767969], who was appointed as an Independent Director of the Company for a term of five years up to September 29, 2019, and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from September 30, 2019 up to September 29, 2024, not liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

##### 6. Appointment of Mr. Sandeep Kumar Garg [DIN:06446072] as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, ('Act') and Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sandeep Kumar Garg (DIN:06446072), who is eligible to be appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his member for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for (5) five consecutive years for a term up to September 29, 2024".

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

##### 7. Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporates

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by

the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 Crores (Rupees One Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**By Order of the Board of Director**

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

Place: Delhi  
Dated: 30.08.2019

**NOTES FOR MEMBERS:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
2. The statement, pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Special Business under items 4 to 7 set out above to be transacted at the Annual General Meeting (Meeting) is annexed hereto and form part of this Notice.
3. The attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
4. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. 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 **Monday, 23rd September, 2019 to Monday, 30th September 2019** (both days inclusive).
6. The relevant details of Directors retiring by rotation / seeking re-appointment / appointment at the ensuing Meeting are provided in the "Annexure" to the Notice.
7. Members are requested to note that dividends and proceeds of fractional shares not claimed within seven years from the date of transfer to the Company's Unpaid Account will be transferred to the Investor Education Protection Fund.
8. 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.
9. 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.
10. Members/ Proxies/authorized representative are requested to bring

the enclosed Attendance Slip duly filled in, for attending the Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.

11. Members who hold shares in Dematerialized Form are requested to bring their Client ID and DP ID number and those who hold the share in physical form are requested to bring their Folio Number for easy identification of attendance at the Meeting.
12. 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.
13. 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.
14. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
15. 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.
16. 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.
17. **Process and manner for members opting for e-voting are as under:**
  - i. 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 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 along with printed Attendance Slip and Proxy Form can be downloaded from the NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or the Company's website [www.evocreteindia.com](http://www.evocreteindia.com)

**ii. The instructions for remote e-voting are as under:**

**How do I vote electronically using NSDL e-Voting system?**

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 at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

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

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

**4. Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 if folio number is 001*** and EVEN is 112110 then user ID is 112110001***

**5. 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'?
    - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Open the email sent to you by NSDL and open the attachment i.e. a .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'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. 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 in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
    - (b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
  7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
  8. Now, you will have to click on 'Login' button.
  9. After you click on the 'Login' button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page

2. of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**18. 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](mailto:richagulati14@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: **1800-222-990** or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**19. Other Instructions:**

1. The remote e-voting period commences on Friday, September 27, 2019 (9.00 a.m. IST) and ends on Sunday, September 29, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Monday, September 23, 2019, may cast their vote 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. Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- 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 or by Poll paper at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on 23rd September, 2019 ('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, 2019 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 remote e-voting process as well as voting through Poll paper at the AGM, in a fair and transparent manner.
- viii. The Scrutinizer after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and 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. Monday, 30th September, 2019.

**By Order of the Board of Director**

Sd/-  
(Rama Gupta)  
Chairman  
[DIN 0008061]

Place: Delhi  
Dated: 30.08.2019

**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 Nos. 4 to 7 of the accompanying Notice dated August 30, 2019.

**Item No. 4**

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on 14th August, 2019, approved the reappointment of the Cost Auditors, M/s. Neeraj Sharma & Co, Cost Accountants (Firm Registration No. 100466). The Board has fixed remuneration of Rs. 20,000/- P.A (Rupees Twenty Thousand only) exclusive of applicable taxes and out-of-pocket expenses subject to the ratification 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 ratified by the members. The terms and conditions of appointment of M/s. Neeraj Sharma & Co, 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. 4 of the Notice for approval by the Shareholders.

**Item No. 5**

Mr. Arvind Sharma [DIN:00767969] was appointed as a Non-Executive Director on the Board of the Company & was considered as Independent Director in line with the requirements clause 49 of the Listing Agreement on October 15, 2005. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 23rd Annual General Meeting held on September 29, 2014 approved the appointment of Mr. Arvind Sharma as an Independent Director of the Company for a period of 5 years up to September 29, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Arvind Sharma that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Arvind Sharma as an Independent Director of the Company commencing from September 30, 2019 up to September 29, 2024 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Arvind Sharma fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Arvind Sharma, the Board of Directors at its meeting held on August 30, 2019 approved the continuance of office of Mr. Arvind Sharma as mentioned in the resolution.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Arvind Sharma, rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mr. Arvind Sharma as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Arvind Sharma, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board therefore recommends the resolution as set out at Item No.5 for approval of the members as Special Resolution.

**Item No. 6**

The Board of Directors of the Company, is of the opinion that Mr. Sandeep Kumar Garg (DIN:06446072) fulfils the conditions specified in the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and rules made thereunder and is independent of the management and is eligible to be appointed as Independent Director of the Company.

The Company has received a declaration from Mr. Sandeep Kumar Garg that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, along with their consent in writing to act as Director in Form DIR-2 prescribed under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has also received intimation in Form DIR-8 from Mr. Sandeep Kumar Garg that, he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Sandeep Kumar Garg as an Independent Director. The resolution seeks approval of the members in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for

appointment of him as Independent Director for the tenure as mentioned in the resolutions mentioned in the notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act and the SEBI (LODR) Regulations, 2015, the appointment of Mr. Sandeep Kumar Garg as Independent Directors is now being placed before the members for their approval. The terms and conditions of appointment of Mr. Sandeep Kumar Garg 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. A brief profile of him is attached as **Annexure A**.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Sandeep Kumar Garg, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board therefore recommends the resolution as set out at Item No. 6 for approval of the members as Ordinary Resolution.

**Item No.7**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c)

acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.7 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

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

The Directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for Members' approval.

**By Order of the Board of Director**

**Sd/-  
(Rama Gupta)  
Chairman  
[DIN 00080613]**

**Place: Delhi  
Dated: 30.08.2019**

**ANNEXURE-A**

**Details of Directors retiring by rotation/ seeking Re-appointment/ re-appointment at the Meeting:**

<b>Name</b>	<b>Mr. Akash Gupta</b>
<b>Date of Birth</b>	29.03.1989
<b>Qualifications</b>	He has completed his B.Tech in Computer Science from a reputed institute of Greater Noida.
<b>Date of Appointment</b>	29.09.2017
<b>Experience</b>	He is expert in maintaining harmonious relationship with workers, managers & sites in charge. He has been involved in the management of the Company ever since its inception and has played an active role in its development. With almost 7 years of experience, he is the key person behind the execution of the company's projects.
<b>Terms and Conditions of Appointment</b>	On Existing Terms & Conditions
<b>Remuneration sought to be paid and the remuneration last drawn</b>	Rs. 1,10,000/-per month
<b>Date of first appointment at the board</b>	04.10.2008
<b>No. of shares held in CCL International Limited</b>	1116550 (5.82%)
<b>Relationship with Other Directors and KMP</b>	Related as Son of Smt. Rama Gupta
<b>Number of meetings of the board attended</b>	6
<b>Expertise in Specific functional area</b>	Road Construction
<b>Directorship held in other companies</b>	SN Agrimart Pvt. Ltd Evocrete (India) Pvt. Ltd Creteroads Construction Pvt. Ltd Mokha Vyapaar Pvt. Ltd Pushpak Trading & Consultancy Pvt. Ltd Brothers Trading Pvt. Ltd Vatsal Hotels Pvt. Ltd. Natural Infraestates Pvt. Ltd Natural Infracity Pvt. Ltd Natural Infracity Pvt. Ltd. AAR Securities Limited Aishvarya Steel Limited Pralhad Finance Capital Pvt. Ltd
<b>Memberships/ Chairmanship of Committees of other Companies</b>	NIL

<b>Name</b>	<b>Mr. Arvind Sharma</b>
<b>Date of Birth</b>	30.08.1969
<b>Qualifications</b>	B.Tech in Civil from reputed college
<b>Date of Appointment</b>	30.09.2014
<b>Experience</b>	He possesses great knowledge of this field and related subjects. In his entire career, he has guided many people in the field of construction and development projects and he has also played an important role in the establishment, growth and consolidation of the Company.
<b>Terms and Conditions of Appointment</b>	As per Appointment Letter
<b>Remuneration sought to be paid and the remuneration last drawn</b>	Only Sitting Fees Paid
<b>Date of first appointment at the board</b>	15.10.2005
<b>No. of shares held in CCL International Limited</b>	NIL
<b>Relationship with Other Directors and KMP</b>	N/A
<b>Number of meetings of the board attended</b>	6
<b>Expertise in Specific functional area</b>	Managerial & Operational Functions
<b>Directorship held in other companies</b>	NIL
<b>Memberships/ Chairmanship of Committees of other Companies</b>	NIL

<b>Name</b>	<b>Mr. Sandeep Kumar Garg</b>
<b>Date of Birth</b>	19.08.1970
<b>Qualifications</b>	B.com, LL.B
<b>Date of Appointment</b>	At ensuing AGM
<b>Experience</b>	He has worked for nearly 28 years in Comprehensive MIS support to all departments including periodic reports dissecting performance against budgets, past periods and other comparable, from the perspective of performance and efficiency and Credit control & Funds Management. His key competencies include handling All Accounts & Finance, Administration and HR Department, to suggest Management on time to time basis in regard to Critical Areas for review & point out the deviation of systems/expenses.
<b>Terms and Conditions of Appointment</b>	As per Appointment Letter
<b>Remuneration sought to be paid and the remuneration last drawn</b>	NIL
<b>Date of first appointment at the board</b>	N/A
<b>No. of shares held in CCL International Limited</b>	NIL
<b>Relationship with Other Directors and KMP</b>	N/A
<b>Number of meetings of the board attended</b>	NIL
<b>Expertise in Specific functional area</b>	N/A
<b>Directorship held in other companies</b>	MCPA Milks Pvt. Ltd Ghaziabad Realtech Pvt. Ltd
<b>Memberships/ Chairmanship of Committees of other Companies</b>	NIL



## CCL INTERNATIONAL LIMITED

(CIN: L26940DL1991PLC044520)

**Registered Office:** M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, New Delhi-110033.

**Corporate Office:** C-42, Rdc, Raj Nagar, Ghaziabad-201002 **Contact No.:** 0120 4214258

**E-mail:** cmpsec@cclil.com

### BALLOT FORM

1. Name :  
Registered Address :  
of the sole/first named Shareholder :
2. Name (s) of the Joint Shareholder (s) if any :
3. Registered Folio/DPID & Client ID No. :
4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions(s) to be passed for the business stated in the Notice of the 28th Annual General Meeting of the company dated 30th September, 2019, by conveying my/our assent or dissent to the said Resolution (s) by placing the tick (✓) mark at the appropriate box below

Resolution No.	Resolution	For	Against
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the company for the financial year ended March 31st, 2019 together with the report of Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Akash Gupta [DIN No. 01940481], who retires by rotation		
3.	Reappointment of current auditors, M/s. KPMC & Associates Chartered Accountants (Firm Registration No. 005359C), as the Statutory Auditors of the company for a second term of (5) five consecutive years and to fix their remuneration		
4.	Ratification of the remuneration of Cost Auditor for the Financial Year 2019-20		
5.	Re-appointment of Mr. Arvind Sharma [DIN:00767969] as an Independent Director for a second term of (5) five consecutive years, in terms of Section 149 of the Companies Act, 2013.		
6.	Appointment of Mr. Sandeep Kumar Garg [DIN:06446072] as an Independent Director of the Company		
7.	Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporates		

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**Signature of Shareholder**

Notes: Please read the instructions carefully

### INSTRUCTIONS

1. Members may fill up the Ballot Form printed and submit the same in the sealed envelope to the Scrutinizer.
2. Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the process i.e., E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. To avoid fraudulent transactions, the identity/signature of the members holding shares in the electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the company (i.e., Alankit Assignments Ltd). Members are requested to keep the same updated.
6. There will be only one Ballot Form for every Folio/DPID Client irrespective of the numbers of Joint members.
7. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any object on such Ballot Form signed by other joint holders.
8. Where the Ballot Forms has been signed by an authorized representative of the body corporate/Trust/Society, etc. A certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
9. Instructions for e-voting procedure are available in the Notice of annual general meeting.

**CCL INTERNATIONAL LIMITED****Attendance Slip****CIN No.: L26940DL1991PLC044520****Regd. Office:** M-4, Gupta Tower, B 1/1,  
Commercial Complex, Azadpur,  
New Delhi-110033.**28th Annual General Meeting: Monday, 30th September, 2019 AT 11:00 A.M.**

DP ID Client ID No. of Shares	NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER
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I/we certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I/we hereby record my presence at the ANNUAL GENERAL MEETING of the Company on **Monday, September 30, 2019** at 11:00 A.M at Hotel Golden Palm, Plot No. 6C, Mandawali, Fazalpur, Delhi-92 .

Note: Please complete this and hand it over at the entrance of the hall.

**SIGNATURE****CCL INTERNATIONAL LIMITED****Proxy Form****CIN No.: L26940DL1991PLC044520****Regd. Office:** M-4, Gupta Tower, B 1/1,  
Commercial Complex, Azadpur,  
New Delhi-110033.**28th ANNUAL GENERAL MEETING: MONDAY, 30th SEPTEMBER, 2019 AT 11:00 A.M.**

<b>Name of the Member(s) Registered Address</b>		<b>DP ID /Client ID No. of Shares</b>	
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I/We being the member(s) holding..... Shares hereby appoint:

(1) Name.....Address:.....e-mail Id:.....or failing him;

(2) Name.....Address:.....e-mail Id:.....or failing him;

(3) Name.....Address:.....e-mail Id:.....or failing him;

and whose signature(s) are appended as my/our proxy to attend and vote for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on : **MONDAY, 30th SEPTEMBER, 2019 AT 11:00 P.M.** at Hotel Golden Palm, Plot No. 6C, Madawali, Fazalpur, Delhi-92 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Resolution	For	Against
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the company for the financial year ended March 31st, 2019 together with the report of Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Akash Gupta [DIN No. 01940481], who retires by rotation		
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6.	Appointment of Mr. Sandeep Kumar Garg [DIN:06446072] as an Independent Director of the Company		
7.	Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporates		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue  
Stamp of Rs 1/-**NOTE:**

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, New Delhi-110033., not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. This is only optional. Please put in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

**NOTE: NO GIFT/GIFT COUPON WILL BE DISTRIBUTED AT THE MEETING**





**CCL INTERNATIONAL LIMITED**

**REGISTERED OFFICE:** M-4, GUPTA TOWER, B 1/1, COMMERCIAL COMPLEX, AZADPUR, NEW DELHI-110033.

**CORPORATE OFFICE:** C-42, RDC, RAJ NAGAR, GHAZIABAD-201002 CONTACT NO.: 0120 4214258

**CIN:** L26940DL1991PLC044520

**EMAIL ID:** cmpsec@cclil.com

**Day, Date:** Monday, 30th day of September, 2019

**Time:** 11:00 A.M.

**Venue:Hotel:** Hotel "Golden Palm" at Plot No. 6C, Mandawali, Fazalpur, Delhi – 92

## **Route Map**

