



Annual Report 2013-14

On Roads To Future



CCL International Ltd.

C-42, Opp. Yes Bank, RDC, Raj Nagar, Ghaziabad, India-201002

T: +91 120 2703094 | mail@creteroads.com | www.creteroads.com

Cotton | Commodities | Ceramics | Concrete | Hospitality | Creteroads



**CCI**  
**International Ltd.**  
crossing to future

## Forward Looking Statements

*There is a great satisfaction in building good tools for other people to use. --*

**Freeman Dyson**

In this Annual Report we have provided our current ongoing and future projects and plans for the existing as well as new shareholders to know and appreciate the efforts of our team to take the company to new heights and also to make informed decisions regarding investments.

We also want to share with our shareholders that it gives us great pleasure of having the opportunity of creating something for the infrastructure development of our nation as we believe that the power of building something is the greatest power.

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### Financial Statements

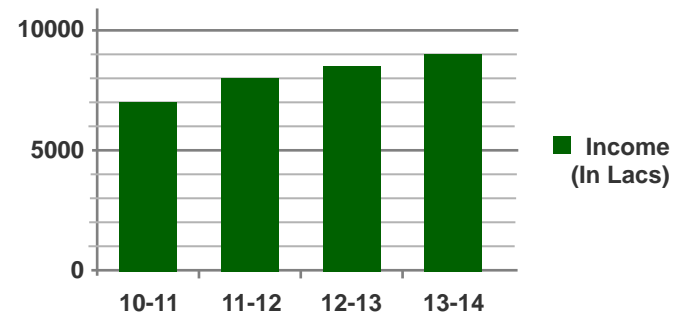
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### Annual General Meeting : Tuesday, 30 September, 2014

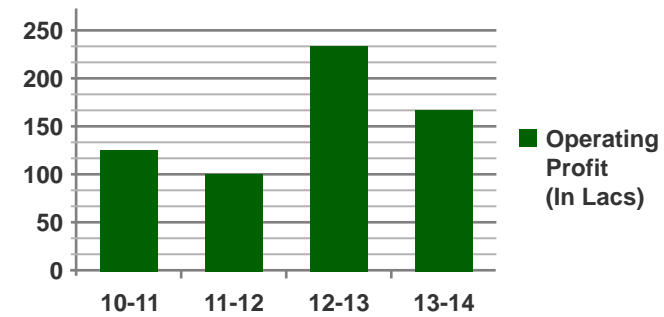
<b>Time</b>	<b>: 1:00 p.m</b>
<b>Venue</b>	<b>: Hotel "Golden Palm" at Plot No.6C, Mandawali, Fazalpur, Delhi 92</b>

## HISTORICAL DATA

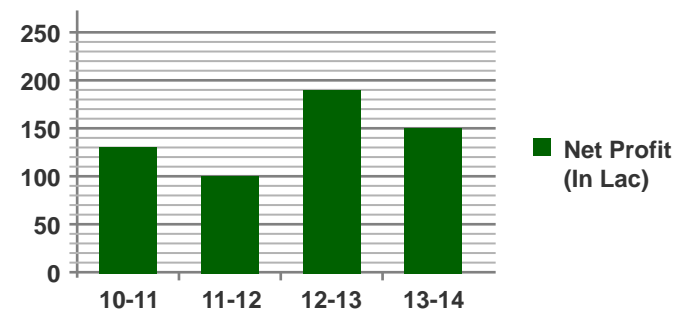
### REVENUE GROWTH



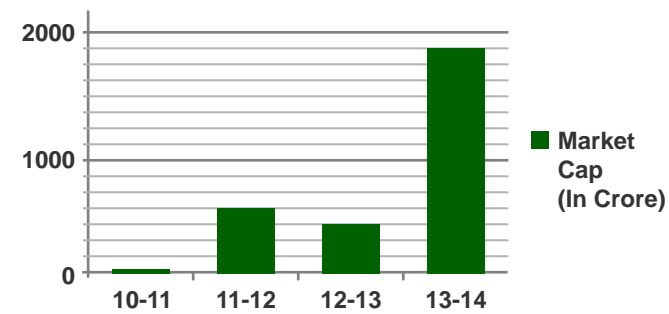
### OPERATING PROFIT GROWTH



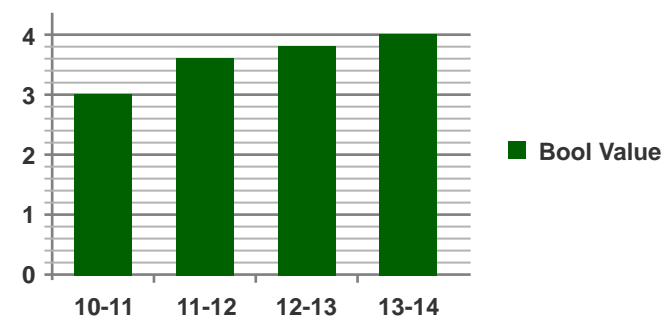
### NET PROFIT



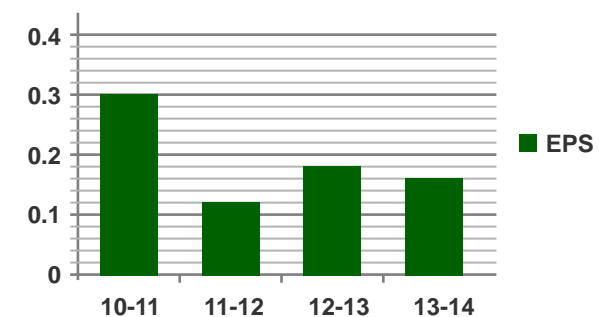
### MARKET CAP



### BOOK VALUE



### EARNING PER SHARE



## COMPANY INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Rama Gupta

Akash Gupta

#### Non-Executive Directors

Anil Kumar

Arvind Sharma

Hari Om Agarwal

Krishan Kumar Sharma

Mool Chand Garg



### REFERENCE INFORMATION

#### Registered Office

- 30, Bharti Artist Colony, Main Vikas Marg, New Delhi-92
- Ph. No. 011-22457275

#### Corporate Office

- C-42, RDC, Raj Nagar, Ghaziabad-201002
- Ph. No. -0120-2703094

#### Factory

- A-18 M.I.A., Alwar, Rajasthan
- Ph-0144-2882114

## BANKERS

### Private Sector Banks

IDBI Bank

HDFC Bank

ICICI Bank

### Public Sector Banks

Oriental Bank of Commerce

State Bank of India

Bank of Baroda

## STATUTORY ADUITORS

### VIDYA & COMPANY

703, Pragati Tower, 26  
Rajendra Palace. New Delhi – 110008.

## LISTED AT

BOMBAY STOCK EXCHANGE

DELHI STOCK EXCHANGE

## REGISTRAR & SHARE TRANSFER AGENT

ALANKIT ASSIGNMENTS LIMITED

2/21E, Alankit House, Jandewalan  
Extension, Delhi-92

## MESSAGE FROM MANAGING DIRECTOR



Dear Shareholders,

It's an honor to share with you all that this year has been a year with many rewarding moments, as well as some challenges. Though a year of transition, we made solid progress on many fronts, including building out strategic platforms, while establishing exciting new ones. We are anticipating new challenges and opportunities that are emerging especially around the future of infrastructure development as we wish to celebrate the Indian spirit.

This legacy of leadership is a tribute to the success and stability of CCL International Limited, and to the belief in the importance of our purpose held in common with us by our shareholders over the years. Personally, I am truly humbled

to lead the incredibly talented and dedicated people who work for the Company.

Having gotten the opportunity of working with the Public works Development Authority of India and helping develop the society by providing a high quality road restructure, I feel pleased with how we are able to fulfill our responsibility of being an Indian Citizen and working for our nation.

### LEGACY OF CARING

It is this example of caring by individuals that inspires caring in the whole community, and reminds me of how firmly and fundamentally compassion is woven into the fabric of our culture. This legacy of caring continues as we renew our commitment to philanthropy and citizenship. We will look to go beyond relief and rebuilding, and explore programs that will make communities more resilient and prepare them to endure any kind of disaster, be it natural or economic.

### ENSURING ROBUST GROWTH

As your Director I ensure you robust growth through our ongoing as well as forthcoming projects. We also want to point out that we are committed to creating values through innovation; not just innovation in products and services, but in everything we do and everywhere we operate. We need a constant flow of new ideas and different approaches to meet the challenges and opportunities of the future.

Second, our global reach must be brought to life with a local focus. That puts critical decision-making where the needs are and where our global resources live. We will also continue to foster a purpose-driven organization and develop leadership at every level of our Company. This is essential for us to deliver on the responsibilities that come along with our global leadership.

### MY COMMITMENT TO YOU

I am committed to continuing the proud tradition of the Company as a purpose-led organization, calling on the great range and diversity of our talent and capabilities. We will further dedicate ourselves every day to the responsibilities of being an Indian Citizen. We'll also continue our commitment to our employees, and to the communities in which we operate. And to you, our valued shareholders, who have placed your confidence and trust in us.

Thank You for continued trust and support.

**RAMA GUPTA**  
(Managing Director)



### **CCL INTERNATIONAL LIMITED**

Registered Office : 30, Bharti Artist,  
Colony, Main Vikas Marg, Delhi-92  
CIN: L26940DL1991PLC044520  
Contact No. 0120-4214258  
Email Id: cclinternational2008@gmail.com  
Website : www.creteroads.com

#### **NOTICE**

Notice is hereby given that 23rd Annual General Meeting of the Members of CCL International Limited, will be held as under to transact the following business: -

Day, Date : Tuesday, 30th day of September, 2014  
Time : 01:00 P.M.  
Venue : Hotel "Golden Palm" at Plot No. 6C,  
Mandawali, Fazalpur, Delhi - 92

#### **Ordinary Business:**

##### **1. Adoption of Accounts**

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss Account & Cash Flow Statement for the year ended on that date, the Auditors' Report thereon and the Directors' Report for the financial year 2013-14.

##### **2. Reappointment of Director**

To appoint a Director in place of Mr. Anil Kumar (DIN No. 00164050), who retires by rotation and being eligible, offers himself for re-appointment.

##### **3. Declaration of Dividend**

To consider and approve the declaration by the Board of a Final dividend of M/s. CCL International Limited of Rs. 5 Paisa per share (Exclusive of applicable tax) for the year ended 31st March 2014, payable to each shareholder whose names appear on the Company's Register of Members as at 20th September 2014 and to authorize the directors of the Company (the "Directors") to take any necessary actions required under the applicable laws and regulations in connection hereto.

##### **4. Appointment of Auditor**

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 139 & 140 and other applicable provisions of the Companies Act, 2013 as amended from time to time or any other law for the time being in force, and the Rules made there under, M/s. KPMC &

Associates, Chartered Accountants, (Firm Registration No. 005359C), be and are hereby appointed as Statutory Auditors of the Company to fill the vacancy caused by the retirement of M/s Vidya & Company to hold office for a term of 5 years from the conclusion of this Annual General Meeting, to be held in the year 2019, until the conclusion of the 28th Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held thereafter, on a remuneration of Rs. 30,000 per annum (Rupees Thirty Thousand only) for the year 2014-15."

#### **SPECIAL BUSINESS:**

##### **5. Appointment of Mr. Arvind Sharma 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 all other applicable provisions of the Companies Act, 2013 ('the Act') and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause 49 of the listing agreement, Mr. Arvind Sharma (DIN 00767969), a Non-Executive Director of the company, be & is hereby appointed as an Independent Director of the Company to hold office up to a term of 5 (Five) consecutive years till the respective Annual General Meeting to be held in the year 2019."

##### **6. Appointment of Mr. Hari Om Agarwal 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 all other applicable provisions of the Companies Act, 2013 ('the Act') and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause 49 of the listing agreement, Mr. Hari Om Agarwal (DIN 06415601), a Non-Executive Director of the company, be & is hereby appointed as an Independent Director of the Company to hold office up to a term of 5 (five) consecutive years till the respective Annual General Meeting to be held in the year 2019."



## **7. Appointment of Mr. Mool Chand Garg 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 all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause 49 of the listing agreement, Mr. Mool Chand Garg (DIN 03295522), a Non-Executive Director of the company, be & is hereby appointed as an Independent Director of the Company to hold office up to a term of 5 (five) consecutive years till the respective Annual General Meeting to be held in the year 2019.”

**By Order of the Board of Director**

**Place : Delhi**

**Dated : 06.09.2014**

**(RAMAGUPTA)  
Chairman**

### **NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM 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. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. A Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 in respect of Special Business under item nos. 5 to 7 set out above to be transacted at the meeting is annexed hereto and form part of this Notice.

3. The Relevant details of Directors seeking appointment/ re-appointment under item No. 2 and 5 to 7, in pursuant to Clause 49 of the listing agreement, are annexed hereto and form part of this Notice.

4. The Register of Member and Share Transfer Book (“Books”) of the Company will remain closed from the **22nd September, 2014 to 30th September 2014** (Both Days inclusive) for the purpose of Clause 16 of the listing Agreement, wherein the Books should be closed at least once a year.

5. (i) A Dividend of Rs. 0.05 per equity share of Rs. 2/- as recommended by the Board, if declared at the forthcoming Annual General Meeting, will be paid to those members on or before wednesday, 29th October, 2014 to those Members: (a) whose names appear as Beneficial Owners at the end of the business hours on, the 20th September, 2014 in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the shares held in electronic form; and (b) whose names appear as Members on the Company’s Register of Members after giving effect to valid Transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before 20th September, 2014.

(ii) No tax at source shall be deducted from the dividend amount payable to the members. Corporate Dividend Tax will be paid by the company at the applicable rate on the total amount of dividend payable by the company.

6. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956) be transferred to the Investor Education Protection Fund.

7. Corporate Members intending to send their authorized representative(s) are requested to

send, a Certified True copy of the Board Resolution authorizing their representative to attend & vote on their behalf at Annual General Meeting.

8. Relevant documents referred in the accompanying Notice shall be available at the Registered Office of the Company for inspection between 11:00 A.M. to 1:00 P.M. on any working day up to the date of ensuing Annual General Meeting to be held on 30th September, 2014 for the period as required under the provisions of the Act.

9. Members seeking any information or having queries with regards to accounts are requested to write the Company seven day in advance so as to enable the management to keep the information ready.

10. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.

11. Members are requested to notify any change in address, if any under their signatures to the Company at its registered office of the Company, quoting Folios Nos.

12. 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.

13. 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.

14. 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, 2E/21, Jhandelwala, New Delhi- 110055; Phone No. 011-42541234; Fax No. 42541204; e-mail: info@alankit.com; as R&TA for both modes.

15. In terms of the provisions of the Companies Act, 2013, Notice of the AGM may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice by

e-mail and the members who have not registered their e-mail IDs will receive Notice through post/courier.

**In order to receive faster communications and to enable the Company to serve the Members better and to promote green initiatives, the Members are requested to update/modify their correct e-mail addresses with their respective Depository Participants (DPs) to get the Annual Report and other documents on such e-mail address. Members holding shares in physical form are also requested to intimate their e-mail addresses to the RTA.**

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

In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Ltd. (NSDL), on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depository Participants):

i. Open the e-mail and also open PDF file namely "CCL International e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

ii. Open the internet browser and type following URL: <https://www.evoting.nsdl.com>

iii. Click on Shareholder – Login.

iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a

minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.

viii. Select "EVEN" (E-Voting Event Number) of CCL International Limited. Now you are ready for e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "Vote cast successfully" will be displayed.

xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

xii. Corporate 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., together with attested specimen signature of the duly authorized signatory/signatories who are authorized to vote, to the Scrutinizer through e-mail to richagulati14@gmail.com, with a copy marked to evoting@nsdl.co.in.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

i. The e-voting period commences on Wednesday, September 24, 2014 (9.00 a.m. IST) and ends on Friday, September 26, 2014 (6.00 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

Saturday, August 30, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. Miss. Richa Gulati, Practicing Company Secretary (CP No. 11283) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

iii. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

iv. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Miss. Richa Gulati, Practicing Company Secretary, (CP No. 11283), on the Registered Office of the Company not later than Friday, September 26, 2014 (6.00 p.m. IST).

The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

v. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.

**By Order of the Board of Director  
Place : Delhi  
Dated : 06.09.2014**

**(RAMA GUPTA)  
Chairman**

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 of the accompanying Notice dated 6th September 2014.

### **Item No. 5:**

Mr. Arvind Sharma has been a Non-Executive Director of the Company since 15th October, 2005, and was considered as Independent Director for the purpose of Clause 49 of the Listing Agreement. Mr. Arvind Sharma is a Civil Engineer who possesses great knowledge of his field and related subjects. In his entire career Mr. Arvind Sharma 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.

In terms of section 149 of the Companies Act, 2013 and any other applicable provisions of the Companies Act 2013, Mr. Arvind Sharma is proposed to be appointed as an Independent Director upto Five Consecutive years till respective Annual General Meeting to be held in the year 2019 on the Board of a company and is not liable to retire by rotation.

Mr. Arvind Sharma has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Arvind Sharma fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Arvind Sharma as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Arvind Sharma, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Arvind Sharma is interested and concerned in the Resolution mentioned at Item No.5 of the

Notice. Other than Mr. Arvind Sharma, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

### **Item No. 6:**

Mr. Hari Om Agarwal has been a Non-Executive Director of the Company since 29th September, 2012, and was considered as Independent Director for the purpose of Clause 49 of the Listing Agreement. Mr. Hari Om Agarwal holds a Graduate Degree from a reputed university. He has good management and people

skills and holds a very important part in maintaining good communication with the stakeholders. Mr. Hari Om Agarwal manages cost, performance and concentrates on efficiently achieving targets in terms of completing the projects on time to ensure the ultimate success of the projects.

In terms of section 149 of the Companies Act, 2013 and any other applicable provisions of the Companies Act 2013, Mr. Hari Om Agarwal is proposed to be appointed as an Independent Director upto Five Consecutive years till respective Annual General Meeting to be held in the year 2019 on the Board of a company and is not liable to retire by rotation.

Mr. Hari Om Agarwal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Hari Om Agarwal fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Hari Om Agarwal as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Hari Om Agarwal, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Hari Om Agarwal is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Mr. Hari Om Agarwal, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

### **Item No. 7:**

Mr. Mool Chand Garg has been a Non-Executive Director of the Company since 25th September, 2010, and was considered as Independent Director for the purpose of Clause 49 of the Listing Agreement. Mr. Mool Chand Garg holds a Graduate Degree from a reputed university. He has got supreme experience in the field of construction, engineering and architecture. Mr. Mool Chand Garg with his experience and social reach has helped the company to achieve many tenders and projects successfully.

In terms of section 149 of the Companies Act, 2013 and any other applicable provisions of the Companies Act 2013, Mr. Mool Chand Garg is proposed to be appointed as an Independent Director upto Five Consecutive years till respective Annual General Meeting to be held in the year 2019 on the Board of a company and is not liable to retire by rotation.

Mr. Mool Chand Garg has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Mool Chand Garg fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Mool Chand Garg as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Mool Chand Garg, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Mool Chand Garg is interested and concerned in the Resolution mentioned at Item No.7 of the Notice. Other than Mr. Mool Chand Garg, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.7 of the Notice.

**By Order of the Board of Director**

**Place : Delhi**

**Dated : 06.09.2014**

**(RAMA GUPTA)  
Chairman**



**Details of Directors seeking Re-appointment at the Annual General Meeting:**

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Anil Kumar
Date of Birth/ Age	02.11.1965/48 Yrs.
Date of Appointment	25/09/2010
Qualifications	He is the fellow member of Institute of Chartered Accountants of India with specialization in Law.
Expertise in specific functional Area	As a key Fiscal expert and analyst, he mentors & monitors project of road construction areas. He identifies an innovative investment opportunities which ultimately helps self-funded growth of Evocrete ventures while ensuring smooth fund flows.
Directorship held in other public Companies	M/s. Aishvarya Steels Limited M/s. AAR Securities Limited M/s. AAR Infracity Limited
Committee Positions held in CCL	Audit Committee-Member Remuneration Committee-Member
Committee Positions in other Public Companies	Nil
Number of Shares held	50, 35,000 (5.25%)

Yours Directors recommends the re-appointment of Mr. Anil Kumar as Director for your approval.

**Details of Directors seeking Appointment at the Annual General Meeting:**

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Arvind Sharma	Mr. Hari Om Agarwal	Mr. Mool Chand Garg
Date of Birth/ Age	30-08-1969	03-01-1963	08-07-1959
Date of Appointment	15-10-2005	29-09-2012	25-09-2010
Qualifications	Post Graduate	Graduate	Graduate
Expertise in specific functional Area	Mr. Arvind Sharma is a Civil Engineer who possesses great knowledge of his field and related subjects. In his entire career he has guided many people in the field of construction and development projects.	Mr. Hari Om Agarwal has good management and people skills and holds a very important part in maintaining good communication with the stakeholders.	Mr. Mool Chand Garg has got supreme experience in the field of construction, engineering and architecture. He with his experience and social reach has helped the company bag many tenders and projects successfully.

Other Directorship(s)	NIL	NIL	NIL
Committee Positions held in CCL	Audit Committee-Chairman Remuneration Committee-Member Shareholders' Committee-Member	Remuneration Committee-Chairman	Shareholders' Committee-Chairman Audit Committee-Member
Committee Positions in other Public Companies	NIL	NIL	NIL
Number of Shares held	NIL	NIL	NIL



## DIRECTORS' REPORT

To,  
The Members,  
CCL INTERNATIONAL LIMITED

Your Directors have the pleasure in presenting the 23rd Annual Report together with Audited Statement of Accounts of the Company for the financial year ended 31st March 2014.

### Financial Results:

The working results of the company for the year under review are summarized as below:

Particular	Current Year 31.03. 2014	Previous Year 31.03. .2013
Sales & Other Income	8019.52	7889.38
Profit Before Depreciation , Interest & Tax	310.70	378.45
Less: Interest Depreciation & Amortization	58.09 113.43	66.64 82.05
Profit/(Loss) Before Tax	139.18	229.76
Provisions • Provision for Taxation • Provision for Deferred Tax Liability • Previous year Tax Adjustment	28.12 11.90 0.00	52.85 2.05 0.00
Profit/(Loss) after Tax	99.15	174.86
Appropriations • Profit Brought Forward from Previous Year • Proposed Dividend • Corporate Dividend Tax (CDT)	360.37 (47.98) (7.78)	241.28 (47.98) (7.78)
Profit/Loss Carried to Balance Sheet	403.76	360.37

### Review of Operations:

The year under review, there has been a slight decrease in the profitability. The Profit after Tax is decreased by 43.29% to Rs. 99.15 Lacs as compared to 174.86 Lacs in the last year. As far as turnover of the Company is concerned, there has been significant increase during the year under review. The sales and other income have touched Rs. 8019.52 Lacs showing an increase of 1.65% as compared to the previous year Rs. 7889.39 Lacs. Out of the disposable surplus of 360.37 Lacs, a sum of Rs. 47.98 Lacs has been kept for dividend and Rs. 7.78 for Corporate Dividend Tax at the end of the year 2014.

Your directors are exploring the possibilities for diversification and expansion of the business activities of the Company and are taking necessary steps accordingly.

### Business Operations:

The previous year's Annual Report emphasized on diversified business operations, which were majorly placed in the infrastructure sector and the other being placed in the Trading of Steels, Non-Ferrous Metals, Fabrics, Cements and Manufacturing of Insulators. The Directors are pleased to inform you that the Company was able to balance all its operation activities positively during the year ended 31st March, 2014 due to better price realization, richer product mix and effective & efficient work efforts.

During the year under review, the Company's operating and financial performance scaled new heights. Also as required under the Accounting Standards, segment-wise financial statements and calculation of earnings per share is made a part of the Annual Report.

We want to point out that during the current assessment year the revenue generation was from the Infrastructure Sector and the Trading Sector also that the revenue generation from trading sector was comparatively higher than the infrastructure sector. It was also seen that trading sector saw an upwards moving graph as its growth was clearly seen in the last year.

Now if we see the Infrastructure Sector we learn that we were able to get many projects

this year including the one in Ghaziabad and also were able reach the International Infrastructure Development Sector under the "SAARC Countries". It's a proud moment for the Company knowing that our efforts are being appreciated and recognized all over the nation and even outside India.



**Award of Excellence in Technical Exhibition**

At present, the company is focused on expanding its horizons into following divisions:

**CHIRAWA COMMODITIES**

- Cotton Fabrics
- Rice & Soya
- Whole Spices

**CORE CONCRETE PRODUCTS**

- Hume Pipes
- Poles
- Cables Pipes

**CRETEROADS CONSTRUCTION**

- Concrete Roads
- Asphalt Roads
- Access Roads

**1. CHIRAWA COMMODITIES**

India is second largest producer of wheat in the world, averaging an annual production of 65,856 TMT. On average, India consumes 65,283 TMT of wheat, ranking them as the second largest consumer of wheat in the world. India does not produce enough wheat to be self-sufficient. So, to make up the difference, India imports. On average, India imports 990 TMT of wheat, and, for various reasons, exports an average of 767 TMT of wheat. The ending stocks in India average 9,900 TMT, giving India the third largest ending stocks in the world.

The company is consistently working in the field of trading of agricultural produce such as Rice, Wheat, various Spices, Cotton, Fabrics, etc. We want to inform you that the Company feels great pleasure to have been able to achieve this consistency in its work efforts and ethics.



**2. CORE CONCRETE PRODUCTS**

Concrete Pipes are one of the very important elements in every infrastructure establishment and we feel proud to have been able to contribute in this process by providing good quality Concrete pipes. The company has now successfully completed one year of manufacturing & supplying of concrete pipes.

We are amongst one of the well known Manufacturers and Suppliers of a huge array of Industrial RCC Pipes, used in diverse purposes such as, under railway tracks, roads, culverts, sewerage & national highways.

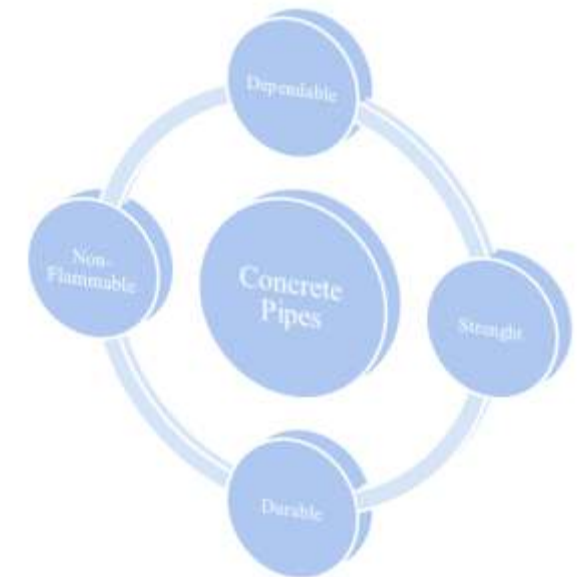
We also provide a wide range of RCC Hume Pipes, RCC Polyethylene Lined Pipes & RCC Jacking Pipes, which are listed below:

- RCC Hume Pipes having diameter ranging from 150 mm to 2400 mm. Class Specifications are: NP2, NP3, and NP4.
- The RCC Polyethylene Pipes having diameters ranging from 600mm to 1800mm and has a difference of 200mm.
- The RCC Jacking Pipes manufactured by us is of superior quality and comes in diameter variations of 600mm to 1800mm.

These pipes find application in fields that are mentioned below:

- Trench less lying of Water Lines
- Sewerage Lines

These pipes are manufactured by the process of Vibration Vertical Casting Technology and are lined by P.E. of thickness that ranges from 1.5mm to 3mm.



**3. CRETEROAD CONSTRUCTION**

Creteroad Construction is the infrastructure development division of the company mainly focused on using German Technology called "EVOCRETE" for the designing and construction of existing and new roads.

EvoCrete is a unique formulation or miracle product for soil modification. It is used for complete solidification of any soil type which has zero or negligible aggregates. Under this process an additive to be mixed in soil by mechanized recycler/ soil stabilizer. Even a Ready Mix Cement plant tested & tried on more than 5.0 Mn. Sq. Mtrs world over is being used as per road or pavement design leading to best in class ready to use traffic roads. In simpler language this technology promotes soil stabilization technique which binds the soil with appropriate quantity of cement and water resulting in formation of solid concrete slab.

We would also like to share the areas where we use the material named EvoCrete. A list of which is shown on the following page.

## EvoCrete - AREAS OF USES

Road and Motorway construction	Harbour Premises and Wharfages
Cycle paths, Forest paths and agricultural roads	Replacement of Depth Foundations
Railway tracks	Rural or Village Roads
Landfill Sites	Slope Reinforcements, Grouting
River Embankment Stabilization	Biogas Plants
Tunnel and sewage system construction	Logistics Centres
Parking, Container and Storage Points	General Foundations
Dam reinforcements	Access routes for the Oil, Gas, Steel and Wood industries

The company started using this technology last year and since then the Company has bagged various infrastructure development projects operational in many parts of the country which are based on this very same German Technology. The Company has brilliantly used its management skills and expanded its reach in the field of real estate and infrastructure development activities. The Company has also undertaken the projects of development of low cost housing at affordable rates; the Company is also involved in providing techno-commercial consultancy to infrastructure projects.

The Infrastructure division of the Company includes construction of public infrastructure development as well and in the present time it has become a major contributor of the Company's revenues. The public infrastructure development projects include construction of new Roads and Highways as well as repairs and maintenance of other public works such as toll highways, tunnels, bridges and transit systems, in India. This segment includes the mining, construction and installation of utility distribution systems for water and sewer mains, Construction of Pavement traffic signals and highway lighting.

For Construction of Building, the Company uses: cement, concrete reinforcement, bricks and mortars, additives, corrosion technology, ceramics, timber, steel, polymers, glass fibers, recycled materials and by-products, sealants, adhesives.

The Company is not only restricted to construction activities but also focuses on new works and repair and maintenance of the following: bridges, high-rise buildings, dams, civil engineering structures, soil, highway pavements, tunnels, water containment structures, sewers, roofing, and housing.

We also want to share with our shareholders that the company is under the process of taking up projects outside of India and is in the agreement making phase with the other SAARC Countries. We consider this a new achievement of the company and hope to finalize the necessary requirements soon and start up these projects.

## ON GOING PROJECTS

**Reconstruction of weak SPT Bridge No. 27/1, 27/7 & 28/4 to permanent Double Lane RCC Bridge on Ampati Puraskshasia Road under Additional Central Resources (A.C.R).**

Region : Meghalaya  
Sector : Road  
Value : 6.65 Cr.

**Reconstruction of weak SPT Bridge No. 8/3,25/3 and 25/5 to permanent Double Lane RCC Bridge on Ampati Puraskshasia Road under Additional Central Resources.**

Region : Meghalaya  
Sector : Road  
Value : 4.31 Cr.

**Reconstruction of weak SPT Bridge No. 3/1 and 5/2 to permanent Double Lane RCC Bridge on Ampati Puraskshasia Road under Additional Central Resources (A.C.R)**

Region : Meghalaya  
Sector : Road  
Value : 3.89 Cr.

**Strengthening & Improvement of riding quality on Songsak-Mendipather (40 Km ) Up Gradation Major District Road at Portion from 0.00 to 11<sup>th</sup> Km & 36<sup>th</sup> to 39.626 Km (New Technology for pavement using EvoCrete)**

Region : Meghalaya  
Sector : Road  
Value : 20.29 Cr.



**AMPATI, INDIA**



**BETASING, INDIA**

## FUTURE PROJECTS

### Construction of Garal Palasdari Road

Region: Assam  
Sector: Road  
Value: 30.00 Cr.



### Construction of Roads Ghaziabad Development Authority

Region: Ghaziabd  
Sector: Road  
Value: 25.00 Cr.



The company on receiving the above mentioned future projects felt that for efficiently completing these projects an enhanced BG/CG Limit is required. Hence for achieving the same we have asked our bank to provide us with an enhanced limit of Rs. 30 Crores against an existing limit of Rs. 13.50 Crores.

### A Brief of Our Ongoing Project Locations:



### A look at our outside India projects that we expect to start soon:



#### Credit Rating:

Your Directors have pleasure to inform that ICRA Limited has reaffirmed [ICRA] A4+ rating of your Company for long term exposure (non fund based) for a total amount of 8.50 crore. ICRA has also reaffirmed [ICRA] BB rating for Short Term (Fund Based Limit) for Rs. 5 crore. ICRA had carried out a credit rating assessment of the Company both for short term and long term exposures in compliance with BASEL II norms implemented by Reserve Bank of India for all banking facilities

#### Adequacy of Internal Control System:

The company has proper and adequate system of Internal Control to monitor proper recording of transaction according to policies and procedures laid down by the company. The company regularly monitors that all regulatory guidelines are complied with at all levels.

The Audit Committee constituted by the Board reviews the adequacy of Internal Control System. The Internal Auditors' Report dealing with the internal control system is considered by the Audit Committee and appropriate actions are taken wherever deemed necessary.

**Financial Performance:**

Operational Results, 2013-14 versus 2012-13:

**(Rs. in Lacs)**

Particulars	2013-14	2012-13
<b>Total Income</b>	<b>8019.52</b>	<b>7889.38</b>
Interest & Financial Charges	65.62	113.89
Expenses	7701.29	7463.67
Depreciation & Amortization	113.44	82.05
<b>Total Expenditure</b>	<b>7880.35</b>	<b>7659.61</b>
Profit before Tax(PBT)	139.18	229.77
Provision for Tax	40.02	54.91
<b>Profit after tax (PAT)</b>	<b>99.15</b>	<b>174.86</b>
Paid up Equity Capital	1919.26	1919.26
Reserves & Surplus	1674.81	1631.42
Earning per Share	0.10	0.18

**Dividend:**

Your Directors are pleased to recommend a Dividend of Rs. 0.05 per equity share (2.5%) for the FY'14 amounting to Rs. 47, 98, 150 for approval of the Members.

A Dividend of Rs. 0.05 per equity share having face value of Rs. 2/- as recommended by the Board, if declared at the forthcoming Annual General Meeting, will be paid to those members on or before **wednesday, 29th October, 2014** to those Members:

(a) Whose names appear as Beneficial Owners at the end of the business hours on, the **20th September, 2014** in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the shares held in electronic form; and

(b) Whose names appear as Members on the Company's Register of Members after giving effect to valid Transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **20th September, 2014**.

No tax at source shall be deducted from the dividend amount payable to the members. Corporate Dividend Tax will be paid by the company at the applicable rate on the total amount of dividend payable by the company.

**Statutory Statements****A) Conservation of Energy, Technology Absorption: N/A**

Particulars under Companies (Disclosures of Particulars in the Board of Director) Rules, 1988, on conservation of energy, technology absorption are not applicable to the company.

**B) Particulars of Employees:**

Relations with the employees continued to be cordial throughout the year. Your directors wish to place on record their deep appreciation of the dedicated and efficient services rendered by the staff and work force of the Company.

Your Company has no employee drawing remuneration as prescribed under section 217 (2A) of the Companies Act, 1956 during the year under review.

**C) Foreign Exchange Earnings and Outgo:**

There were no foreign exchange earnings during the year (Previous year ` Nil); the foreign exchange used by the Company during the year was Rs.2,02,29,000 (Previous year Nil) towards payment of Import of Material from Germany & payment of Commission thereon.

**Compliance with Accounting Standards:**

The company prepares its accounts and other Financial Statements in accordance with the relevant Accounting Principles and also complies with the Accounting Standards issued by the Institute of Chartered Accountants of India.

**Corporate Governance:**

Your Company's Corporate Governance philosophy esteems from the belief that corporate governance is a key element in improving efficiency, transparency, accountability and growth as well as enhancing investor's confidence.

Your Company has infused the philosophy of Corporate Governance in all its activities so as to conduct its affairs to ensure fairness to all stakeholders. It is the firm belief that the Corporate Governance further attainment of transparency, accountability, sincerity and law abiding status in all facets of the operations of the Company and its interactions with members, employees, lending institutions and the government authorities. Therefore, it is also a process of building positive relationship and making a wider impact with greater commitment and trust, on all with whom the Company has relationship. Your Company continuously endeavors to improve upon integrity, professionalism and accountability and adopt innovative approaches for the leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy growth and development of human resource to take the Company forward. As required:-

A Report on Corporate Governance and the Management Discussion and Analysis Report, as required under Clause 49 of the Listing Agreement, forms part of the Annual Report.

**Depository System:**

As the members are aware, your company's shares are tradable compulsorily in electronic form. Accordingly, your company has established connectivity with both the depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Members may avail the facility of dematerialization of company's shares on either of the Depositories as aforesaid.

**Listing**

The Equity Shares of our Company listed at Bombay Stock Exchange, Delhi Stock Exchange. The company has paid the Listing Fees to the said Exchanges upto the year 2013-2014.

**Fixed Deposits:**

Your Company has not accepted any deposits from public. There are no unclaimed or unpaid deposits as on 31st March, 2014.

**Directors:**

Mr. Krishan Kumar Sharma has resigned from the directorship of the Company w.e.f 06.09.2014, on reaching the retirement age under the guidelines for the retirement age of Directors adopted by the Company. The Directors wish to place on record their appreciation of the valuable services rendered by Mr. Krishan Kumar Sharma during his tenure as Director of your Company.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Arvind Sharma, Hari Om Agarwal and Mool Chand Garg as Independent Directors is being placed before the Members in General Meeting for their approval. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Directors and are independent of the management. Members are requested to refer to the Notice of the Annual General Meeting and the Explanatory Statement for details of the qualifications and experience of the Directors and the period of their appointment. The Board recommends the passing of the Resolutions at Item Nos. 5 to 7 of the Annual General Meeting Notice.

In accordance with the Articles of Association of the Company, Mr. Anil Kumar retire is eligible for re-appointment.



### **Directors' Responsibility Statement:**

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i) That in the preparation of the accounts for the financial year ended 31st March, 2014; the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Director have prepared the accounts for the Financial year ended 31st March, 2014 on 'going concern' basis.

### **Auditors:**

The auditors, M/s. Vidya & Co. , Chartered Accountant, will retire at the ensuing AGM. The appointment of the auditors of KPMC & Associates is proposed to the members in the notice of Current AGM vide item No. 4 for a period of Five years commencing from current AGM till the conclusion of 28th AGM subject to the ratification by members every year. You are requested to consider their appointment.

### **Accounts and Auditors' Report:**

The notes to accounts appearing in the schedule and referred to in the Auditors' Report are self explanatory and therefore do not call for any further explanation under Section 217(3) of the Companies Act 1956.

### **Acknowledgements:**

Your directors take this opportunity to offer their sincere thanks and gratitude to:

1. The bankers of the company as well as other Financial Institutions for the financial facilities and support.
2. Business associates, vendors/contractors, shareholders, employees and esteemed clients for their unstinted support and assistance.

The Board also takes this opportunity to express their sincere appreciation of the efforts put in by the employees at all levels for achieving the results and hopes that they would continue their sincere and dedicated endeavors towards achieving better working results during the current year.

**By Order of the Board of Director**

**Place: Delhi  
Dated : 06.09.2014**

**(RAMA GUPTA)  
Chairman**







## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Readers are cautioned that this Discussion and Analysis contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words “anticipate”, “believe”, “estimate”, “intend”, “will”, and “expected” and other similar expressions as they relate to the Company or its business are intended to identify such forward looking statements. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of performances or achievements and risks and opportunities could differ materially from those expressed or implied in such forward looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their date. The following discussion and analysis should be read in conjunction with the Company's financial statements included and notes thereto.

### **BUSINESS OPERATIONS**

During the year, the Company operated in diversified segments majorly in Infrastructure segment and others being: Trading of Steel, Cements, and dealt in different types of fabrics & fiber e.g. Yarn, Jute, Sofa Fabrics, Cotton Fabrics & Grey Clothes, Iron & Ferrous & Non-Ferrous Metals and their Products. As a result of which, a substantial portion of company's revenues are derived from large infrastructure projects, these projects provide opportunities for large revenue and profit contributions.

### **REVIEW OF OPERATIONS**

The Company during the period under review mainly concentrated on the Infrastructure business. As a result of which, a substantial portion of company's revenues are derived from infrastructure projects, these projects provide opportunities for large revenue and profit contributions. Moreover, the turnover during the period under review was Rs. 8019.52 Lacs and it earned a Profit after Tax of Rs. 99.15 Lacs for the period under review.

### **RESOURCES AND LIQUIDTY**

Your Company presently maintains conservative financial profile so as to build its future based on sound financial resources.

### **OPPORTUNITIES AND THREATS**

Your Directors are keenly conscious of the emerging opportunities in the business arena; together we shall endeavor to take best of every

good opportunity in very best interest of our shareholders.

### **HUMAN RESOURCES**

Manpower is biggest strength in construction sector. Your company maintains its focus on its Human Resources. It believes that people's contribution is the main engine for growth. They include encouraging participative management style, improvement of job skills of the employees, inculcating the spirit of innovativeness so as to improve their growth and quality of their work, empowering and motivating them and thereby raising their productivity by delegating authorities and responsibilities, establishing system of evaluation of employees, their performance, need for training and consequent rewards by of increased salaries and perquisites, and their advancement through promotion/elevation in the hierarchy.

All employees are working in harmonious and teamwork atmosphere which are at all time high. The Company has a team driven work process with completely flat organization structure. This not only helps us nurture leaders but also give us capable and assured colleagues at all levels.

### **RISK AND CONCERNS**

Your Company does not perceive any serious risks and concerns apart from the normal business risks connected with industries in which it operates like credit risk, market risk (including liquidity risk, and interest rate risk), operational risk and legal risk.

### **VALUE CREATION**

Your Company is continuously striving to create value in all spheres of its activities. This encompasses not only value for its customers but also for its stakeholders. The Company has adopted Accounting Standards incorporating best practices and have moved towards transparency in its reporting .We will continuously endeavor to provide insight on the operation of the Company to aid all stakeholders.

The Board would like to place on record its deep sense of appreciation for the continued confidence reposed in the company by the shareholders as well as the sincere efforts put in by the executives and staff at all levels for progress of the company.

**By Order of the Board of Director**

**Place: Delhi**

**Dated : 06.09.2014**

**(RAMA GUPTA)  
Chairman**

## CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to executing sustainable business practices and creating long-life value for all its stakeholders. To pursue this objective, the Company is conducting its business based on the highest standards of Corporate Governance which resulting in an adequate value systems that incorporates integrity, transparency and fairness across all of its business activities.

The Company continues to focus on its commitments towards the development of the community where it operates. It has adopted best practices towards preserving the environment and adherence to the highest safety standards remains a focus area across all operations. Company's value systems are based on the foundation of fair and ethical practices in all its dealings with stakeholders including customers, vendors, contractors, suppliers and all others who are part of the Company's business value chain.

The Company is committed to taking business decisions that are ethical and in compliance with the applicable laws. By combining ethical principles with business acumen, the Company aims to maintain its leadership position.

Towards this end, all Directors and Senior Management are committed to the company's code of Conduct, the compliance to which is periodically reviewed.

In addition to these, the Company has also adopted the requirements of Corporate Governance under Clause 49 of the Listing Agreements with the Stock Exchanges (Clause 49), the disclosure requirements of which are given below

### 2. THE BOARD

#### •Composition of the Board

The Board represents a healthy blend of knowledge and experience. The Details relating to the composition of the Board are as follows:

Category	No. of Directors
Executive Directors	2
Non- Executive Directors	
• Independent Director	4
• Non Independent Director	1
Total	7

The Company has a Seven (7) member Board of Directors, chaired by an Executive Chairman and an optimum combination of Executive and Non-Executive Directors. As on 31st March 2014, the Company's Board Comprised of Two Executive Directors & Five Non- Executive Directors, four of whom are also Independent Directors. All the Directors of the Company are experienced competent and highly reputed persons from their respective fields. All the Directors take active part at the Board and Committee Meetings, which adds vision, strategic direction and value in the decision making process of the Board of Directors.

As mandated under the existing Clause 49 of the Listing Agreement, the Independent Directors on the Board of the Company:

- Apart from receiving Director's remuneration, they do not have any material or pecuniary relationships or interest with the Company, its Promoters, Directors, Senior Management or its Holding Company, Subsidiary Company or Associate Company which may affect independence as a Director;
- Are not related to Promoters or persons occupying management positions at the Board level or at one level below the Board;
- Have not been executive(s) of the Company in the immediately preceding three financial years;
- Are not partner(s) or executive(s) or were not partner(s) or executive(s) during the preceding three years, of any of the following:
  - i) Statutory audit firm or the internal audit firm that is associated with the Company;
  - ii) Legal firm(s) and consulting firm(s) that have a material association with the Company;
  - iii) Are not material supplier(s), service provider(s) or customer(s) or lessor(s) or lessee(s) of the Company, which may affect independence of the Director;
  - iv) Are not substantial shareholders of the Company i.e. do not own two per cent or more of the block of voting shares; and
  - v) Are not less than 21 years of age.

Appointments and tenure of Independent Directors are in accordance with the requirements of the Companies Act, 2013 read with Clause 49 of the listing agreement.

During 2013-14, the Company did not have any material or pecuniary relationship or interest with Non- Executive Directors.

## BOARD PROCEDURE

### ➤Meetings

A Detail Agenda is sent to each Director in advance of Board and Committee meetings to enable the directors to discharge their responsibilities effectively. During the financial year 2013-14, the Board met Fourteen Times. The maximum time gap between any two meetings was not more than three months. The Meetings of the Board are held at Regd. Office of the company: 30, Bharti Artist Colony, Main Vikas Marg, New Delhi. During the year 2013-14, Fourteen Board Meetings were held. The Board meets at least once in every quarter to review and approve the quarterly financial results in compliance with Clause 41 of the Listing Agreement along with other items on the agenda. Additional Board meetings are held, as and when necessary. Requisite information has been placed before the Board for its consideration. The quorum was present in all the meetings. The Details of Board Meetings held during the Financial Year 2013-14 are as follows:

Board Meeting			
S.No	Date of Meeting	Total Members	Attended By
1.	04.05.2013	7	5
2.	30.05.2013	7	7
3.	19.07.2013	7	4
4.	13.08.2013	7	7
5.	06.09.2013	7	4
6.	17.10.2013	6	4
7.	07.11.2013	6	5
8.	14.11.2013	7	7
9.	27.12.2013	7	4
10.	16.01.2014	7	5
11.	23.01.2014	7	4
12.	03.02.2014	7	5
13.	13.02.2014	7	7
14.	20.03.2014	7	4

As mandated by Clause 49 of the Listing Agreement, none of the Directors on Board is a member of more than ten Board-level committees and Chairman of more than five such committees, across all such Companies in which he is a Director.

Composition, Category and Attendance of Directors at Board Meetings held during the year and the Last Annual General Meeting (AGM), and also number of other Directorships and Chairmanships/Memberships of Committees of each Director in Various Companies as on 31.03.2014.

S.No.	Name of the Directors	Category of Directorship	No. of Board Meetings Held	No. of Board Meetings attended	No. of committee Positions held in other Public Companies		Last AGM Attended	Relationship Inter se
			14		Chairman	Member		
1.	Rama Gupta	Chairman & Managing Director	14	14	Nil	Nil	Yes	Related as Mother of Akash Gupta
2.	Anil Kumar	Promoter, Non-Executive Director	14	14	Nil	Nil	Yes	Related as husband of Smt. Rama Gupta & Father of Akash Gupta
3.	Akash Gupta	Promoter, Executive Director	14	10	Nil	Nil	Yes	Related as son of Smt. Rama Gupta
4.	Arvind Sharma	Non-Executive, Independent Director	14	08	Nil	Nil	Yes	Not related to any Director
5.	Krishan Kumar Sharma*	Non-Executive, Independent Director	14	09	Nil	Nil	Yes	Not related to any Director
6.	Mool Chand Garg	Non-Executive Independent Director	14	08	Nil	Nil	Yes	Not related to any Director
7.	Hari Om Agarwal	Non-Executive, Independent Director,	14	09	Nil	Nil	Yes	Not related to any Director

\*Mr. Krishan Kumar Sharma had resigned as a director w.e.f 06.09.2014.

#### Information to the Board

A detailed agenda folder is sent to each Director in advance of the Board Meetings. As a policy, all major decisions involving investments and capital expenditure, in addition to matters which statutorily require the approval of the Board are put up for consideration of the Board. Inter alia, the following information, as may be applicable and required, is provided to the Board as a part of the agenda papers:

- Annual operating plans and budgets and any updates.
- Quarterly, Half yearly and annual results of the Company.
- Minutes of the Meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the Board level.
- Materially important show cause, demand, prosecution notices and penalty notices, if any.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payments by clients.
- Any issue, which involves possible public or product liability/claims of substantial nature, including any judgments or orders which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in human resources or on the industrial relations front such as signing of wage agreement, etc.
- Sale of material nature, of investments, assets, which are not in the normal course of business.
- Non-compliance of any regulatory, statutory or listing requirements and members' service such as delay in share transfer, etc.

#### **a) Reviews**

The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Management as well as steps taken by the Company to rectify instances of non-compliances, if any. Further, The Board regularly reviews inter-alia, industry environment, annual business plans, project implementation, Finance and operations, sales & marketing, major business segments, business opportunities including investments/ divestment, compliance process including material legal issues, strategy, risk management practices, approval of quarterly/half-yearly/annual results and compliance reports on all laws applicable. Senior executives are invited to provide additional inputs at the Board meetings for the items discussed by the Board of Directors, as and when required.

#### **b) Minutes**

The draft minutes of the proceedings of the Board of Directors are circulated in advance and the observations, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman and signed at the subsequent meeting upon confirmation.

#### **c) Follow-up**

The Company has an effective post meeting follow-up, review and reporting process for the decisions taken by the Board. The significant decisions of the Board are promptly communicated to the concerned departments. Action taken reports on decisions of the previous meeting(s) are placed at the immediately succeeding meeting for review by the Board.

### **3. BOARD COMMITTEES**

To facilitate expeditious decision making with focused attention on the affairs of the Company, the Board has constituted the following committees with distinct roles, accountabilities and authorities:

In addition, the Board also constitutes functional committees, from time to time, depending on the business needs. The terms of reference of the Committees are reviewed and modified by the Board from time to time. Meetings of each Committee are convened by the respective Committee Chairman. The Company Secretary prepares the agenda and explanatory notes, in consultation with the respective Committee Chairman and circulates the same in advance to all the members. Every member is free to suggest inclusion of item(s) on the agenda. Minutes of the Committee meetings are approved by the respective Committee and thereafter placed for noting and confirmation by the Board. The Company has an effective post meeting follow up, review and reporting process for the decisions taken by the Committees. The significant decisions are promptly communicated to the concerned departments/business units. Action taken report on decisions of the previous meeting(s) is placed at the immediate succeeding meeting for review by the respective Committee.



## COMMITTEES OF THE BOARD

AUDIT COMMITTEE

SHAREHOLDER  
GRIEVANCES COMMITTEE

REMUNERATION  
COMMITTEE

### (i) Audit Committee

The Board has a well constituted Audit Committee which is in accordance to Section 292A of the companies Act, 1956 (Corresponding Section 177 of the companies Act, 2013) read with Clause 49 of Listing Agreement. The role, term of reference, authority and powers of the Audit Committee are in conformity with the requirements of the Companies Act, 1956 and listing agreement. The Audit Committee of the Company, inter-alia, provides assurance to the Board on the existence and adequacy of an effective internal control systems that ensures:-

- Efficiency and effectiveness of operations
- Safeguarding of assets and adequacy of provisions for all liabilities.
- Reliability of all financial and other management information and adequacy of disclosures.
- Compliance with all relevant statutes.

### 1. Composition

The Audit Committee comprises of Five Members from whom three are Independent Directors & one is Executive Director. The Composition of Audit Committee during the Financial Year 2013-14 was as

S.No.	Name	Position	Category of Membership
1.	Arvind Sharma	Chairman	Non-Executive Independent Director
2.	Rama Gupta	Member	Executive Director
3.	Anil Kumar	Member	Non-Executive Director
4.	Mool Chand Garg	Member	Non-Executive Independent Director
5.	Krishan Kumar Sharma	Member	Non-Executive Independent Director

All these Directors possess knowledge of Corporate Finance/ Accounts / Company Law/ Industry. Mrs. Rama Gupta Managing Director regularly attends the meetings and Miss. Shivi Sharma, Company Secretary acts as Secretary of the Committee.

### 2) Terms of Reference

- Oversight the Company's financial reporting process and the disclosure of its financial information to ensure correct, sufficient and credible financial information.
- Recommendation to the board the appointment/reappointment (including their terms) or replacement of statutory auditors and the fixing their audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with management, the annual financial Statement and auditors' report thereon before submission to the Board for approval, with particular reference to:
  - 1) Matters required to be included in the Directors Responsibility Statement in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
  - 2) Changes, if any, in accounting policies and practices and reasons for such changes
  - 3) Major accounting entries involving estimates based on the exercise of judgment by the Company's management
  - 4) Any significant adjustments made in the financial information arising out of audit findings

5) Compliance with listing and other legal or regulatory requirements relating to financial information.

6) Disclosure of any 'related party transactions; and

- Reviewing, with management, the quarterly financial information before submission to the Board for approval. Reviewing with management the performance of statutory auditors and the adequacy of the internal control systems of the Company.
- Examination of the financial statements and auditors' report thereon; Reviewing the Company's financial & risk management policies
- Carrying out any other functions as the board may from time to time refer to the Audit committee
- Reviewing the Management Discussion and Analysis of the financial conditions and results of operations.

### 3) Powers of Audit Committee

Audit Committee shall have following powers:-

- To investigate any activity within its terms of reference
- To seek any information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if considered necessary.

### 4) Meetings and Attendance

The Audit committee had met 5 times during the Financial Year 2013-2014. The attendance of the meetings is as under: Mool Chand Garg

S.No.	Name of the Director	No. of Meetings attended	Dates of Meetings
1.	Arvind Sharma	5	30.05.2013 13.08.2013 14.11.2013 23.01.2014 13.02.2014
2.	Rama Gupta	5	30.05.2013 13.08.2013 14.11.2013 23.01.2014 13.02.2014
3.	Anil Kumar	5	30.05.2013 13.08.2013 14.11.2013 23.01.2014 13.02.2014

4.	Mool Chand Garg	4	30.05.2013 13.08.2013 14.11.2013 23.01.2014
5.	Krishan Kumar Sharma	4	30.05.2013 13.08.2013 14.11.2013 23.01.2014

The Remuneration Committee has been constituted by the Board to determine and review from time to time the remuneration of the Directors of the Company and make recommendations of the same to the Board. Such recommendations are made considering the overall performance and annual financial results of the Company.

The Board constituted a Remuneration Committee pursuant to Clause 49 of Listing Agreement. The role, term of reference, authority and powers of the Remuneration Committee are in conformity with the requirements of Schedule XIII of The Companies Act, 1956 and listing agreement.

### 1. Composition

The committee comprised of Four Non Executive Directors from whom two are Independent and one is Executive Director. The chairman of the Committee is a Non- Executive Independent Director nominated by the Board. The power and role of the remuneration Committee is as per guidelines set out in listing agreement.

The Composition of Remuneration Committee during the Financial Year 2013-2014 was as follows:

S.No.	Name	Status	Category of Membership
1.	Hari Om Agarwal	Chairman	Non-Executive Independent Director
2.	Arvind Sharma	Member	Non-Executive Independent Director
3.	Anil Kumar	Member	Non Executive Director
4.	Rama Gupta	Member	Executive Director

## 2. Terms of Reference

The Broad terms of reference of the Remuneration Committee are:-

- To review and decide the policy on specific remuneration package payable to Executive/ Managing Director of the Company.
- Determining remuneration packages payable to key managerial personnel of the Company.

## 3. Meetings and Attendance

The Remuneration Committee had met 2 times during the Financial Year 2013-2014. The attendances of the meetings are as under:

S.No.	Name of the Director	No. of Meetings attended	Dates of Meetings
1.	Arvind Sharma	2	14.11.2013 13.02.2014
2.	Arvind Sharma	2	14.11.2013 13.02.2014
3.	Anil Kumar	2	14.11.2013 13.02.2014
4.	Rama Gupta	2	14.11.2013 13.02.2014

## 4. Remuneration Policy:

The Company's remuneration policy is based on the principles of (i) pay for responsibility (ii) pay for performance and potential and (iii) pay for growth. Keeping in view the above, the Remuneration Committee is vested with all the necessary powers and authorities to ensure appropriate disclosure on remuneration paid to the Executive Director of the company.

As for the Non-executive Directors, their appointment on the Board is for the benefit of the Company due to their vast professional expertise in their individual capacity. The Non- Executive Directors have not drawn any remuneration from the Company for attending the Board meeting.

## The Details of Remuneration paid to Executive Director during the Financial Year ended 31st March 2014.

Name/age(Yrs)	Salary (Rs.)	Perquisites and other Benefits	Commission	Total (Rs.)
Akash Gupta (25)	4,80,000	1,20,000	NIL	600000/-

The Company did not advance any loans to any of its Directors during 2013-14.

## 5. Details of Equity Shares held by the Non-Executive Directors

The details of the Equity Shares held by the Non-Executive Directors as on March 31, 2014 is given in below table:

S.No.	Name of Director	No. of Shares Held
1.	Anil Kumar	50,35,000
2.	Arvind Sharma	NIL
3.	Krishan Kumar Sharma	NIL
4.	Mool Chand Garg	NIL
5.	Hari Om Agarwal	NIL

## (iii) Shareholders/Investors Grievance Committee:

The Shareholders'/Investors' Grievance Committee has been constituted to specifically look into the redressal of Shareholders' and Investors' complaints and other Shareholders related issues.

The Company has a Shareholders/Investors Grievance Committee consisting of Sh. Mool Chand Garg as its Chairman, and other members being Smt. Rama Gupta, Krishan Kumar Sharma & Sh. Arvind Sharma. This Committee is vested with full powers and authorities to look after share transfer as well as redressal of Investor's grievances. The Committee also oversees the performance of Registrar & Transfer Agent (demat mode) and recommends the measures for overall improvement in the quality of Investor services.

## 1. Composition

The Shareholders/Investors Grievances Committee comprises of Four Members from whom three are Independent Director & one is Executive Director. The Composition of Share holders/Investors Committee during the Financial Year 2013-2014 was as follows:

S.No.	Name	Status	Category of Membership
1.	Mool Chand Garg	Chairman	Non-Executive Independent Director
2.	Krishan Kumar Sharma	Member	Non-Executive Independent Director
3.	Rama Gupta	Member	Executive Director
4.	Arvind Sharma	Member	Non-Executive, Independent Director

## 2. Terms of Reference

The Committee inter-alia, oversees and reviews all matters connected with transfer of shares, approve issue of duplicate and split of share certificates, redressal of shareholders'/ investors' complaints /grievances including transfer of shares, non-receipt of annual report etc. The Committee also reviews performance of the Registrar and Share

Transfer Agent and recommends measures for overall improvement in the quality of investor services. With a view to expedite the process of share transfer etc., on fast track basis, the Board has delegated the powers of approving share transfer etc. to the legal & Secretarial department.

## 3. Meetings and Attendance

The Shareholders Grievances Committee had met 4 times during the Financial Year 2013-2014. The attendance of the meetings is as under:

S.No.	Name of the Director	No. of Meetings attended	Dates of Meetings
1.	Mool Chand Garg	4	30.05.2013 13.08.2013 14.11.2013 13.02.2014
2.	Krishan Kumar Sharma	4	30.05.2013 13.08.2013 14.11.2013 13.02.2014
3.	Rama Gupta	4	30.05.2013 13.08.2013 14.11.2013 13.02.2014
4.	Arvind Sharma	4	30.05.2013 13.08.2013 14.11.2013 13.02.2014

The Details of shareholders quarries /complaints received during the financial year are given as below:

No. of Investors quarries/complained in the year 2013-14.	Pending at the end of year	No. of Pending Share Transfer
1	NIL	NIL

## MANAGEMENT & DISCLOSURE

### A. The Management Discussion and Analysis Report.

The Report on Management Discussion and Analysis is given separate Section forming part of the Directors' Report in this Annual Report.

### B. Disclosures

#### ➤ Related Party Transactions

1. There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, Directors or the management, or relatives etc. during the year, that may have potential conflict with the interests of the Company at large.

2. There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.

3. The Board of Directors of the Company has adopted a Whistle Blower Policy for establishing a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy.

4. All mandatory requirements as per Clause 49 have been complied with by the Company.

### C. Disclosures by Senior Managerial Personnel.

The Company follows the accounting standards and guidelines laid down by the Institute of Chartered Accountants of India in preparation of its financial statements. During the year under review

no transaction of material nature has been entered into by the Company with its promoters, Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company. Transactions with related parties are disclosed in notes to accounts in the Annual Report. All transactions with group companies have been done at arm's length.

#### D. Risk Management

In order to ensure that Management controls risk through means of a properly defined framework, a report on Risk Assessment and Minimization Procedure as prepared by functional heads of the Company is being reviewed periodically by the Board of Directors.

#### E. Code of Conduct for the Directors & Senior Management Personnel

The Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management personnel of the Company. All Board members and senior management personnel have affirmed their compliance with the Code for the financial year ended 31st March, 2014. A declaration to this effect signed by Mrs. Rama Gupta, Chairman cum Managing Director of the Company, forms a part of this Report as Annexure A.

#### F. CEO/CFO Certification

As required under Clause 49 (V) of the Listing Agreement with the Stock Exchanges, the Chairman & Managing Director of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2014

#### G. General Body Meeting

The details of location and time for last three Annual General Meeting are given as under:

Year	Location	Date	Time
2010-11	GGS Fast Food & Banquet, Plot-14, Laxmi Nagar, Delhi-92.	30th Sept. 2011	10:00 A.M
2011-12	Plot No. 6C , Mandawali, Fazalpur, Delhi-92	29th Sept. 2012	11:30 A.M
2012-13	Plot No. 6C , Mandawali, Fazalpur, Delhi-92	30th Sept. 2013	11:30 A.M

All resolutions moved at the last Annual General Meeting were passed by a show of hands by the requisite majority of Members attending the meeting. None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

#### H. Details of Special Resolutions Passed In Previous Three Annual General Meetings

The details of Special Resolutions passed in previous three Annual General Meetings are given us under:

Year	Description of Special Resolution	Date of Passing
2010-2011	Appointment of Managing Director. Delisting of Equity Shares from JSE & ASE	25-09-2010
2011-12	Split of Equity Shares of company Appointment of Mr. Hari Om Agarwal as a Director	29-09-2012
2012-13	NIL	NIL

#### I. Details Of Resolutions Passed Through Postal Ballot In Last Three Years

Year	Description of Resolution Passed	Date of Passing
2010-11	NIL	NIL
2011-12	NIL	NIL
2012-13	NIL	NIL

## 5. SHAREHOLDERS INFORMATION

#### A. Disclosure Regarding Directors appointment or reappointment of directors

According to the provisions of Companies Act 2013 read with Articles of Association of the Company, Mr. Anil Kumar director of the company is liable to retire by rotation at forthcoming Annual General Meeting, who is being eligible for reappointed as the directors of the Company. Given below is the brief resume of all Directors pursuant to clause 49 of the listing Agreement:

Name	Age	Qualification	Experience
Rama Gupta	47 yrs	She is a Post Graduate in Master of Arts & B.Ed	She is a qualified postgraduate and hold directorship in many public and private companies from a long time and having great experience in this field. She has around 10 years of experience in a variety of managerial functions in this industry. She is responsible for execution of projects and works related thereto. She has also played a key role in development and system integration of company.
Akash Gupta	25 yrs	He has completed his B. Tech in Computer Science from a reputed institute of Greater Noida.	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 4 years of experience, he is the key person behind the execution of the company's projects.
Arvind Sharma	43 yrs	B. Tech in Civil Engineering	He is civil engineer, provides consultancy services as a project management consultant on engineering/construction Projects and lead personnel within a technical team environment.
Krishan Kumar Sharma*	68 yrs.	He is Post Graduate in Science (M.Sc)	He has the experience of Reviewing Business Accounting Procedures, assist management with Strategic planning.
Anil Kumar	48 yrs	He is the fellow member of Institute of Chartered Accountants of India with specialization in Law.	As a key Fiscal expert and analyst, he mentors & monitors project of road construction areas. He identifies an innovative investment opportunities which ultimately helps self-funded growth of Evocrete ventures while ensuring smooth fund flows.
Mool Chand Garg	54 yrs.	He has done his graduation from a Reputed College.	He has exclusive experience in the construction, engineering and architectural industry. He has wide knowledge of the in applying Tender.
Hari Om Agarwal	51 yrs	He is graduate from a reputed college	He is expert in Public relationship & having good skills to manage people.

\*Mr. Krishan Kumar Sharma had resigned as a director w.e.f 06.09.2014.

There are three Independent Directors on the Board of the Company as per the Listing Agreement requirements viz., Mr. Arvind Sharma, Mr. Hari Om Agarwal and Mr. Mool Chand Garg.

The Company has received declarations from all the above Independent Directors stating that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. The Board of Directors of the Company, after reviewing the declarations submitted by the above Independent Directors is of the opinion that the said Directors meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meet with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for being the Independent Directors on the Board of the Company and are also independent of the management.

Of the above Independent Directors, Mr. Arvind Sharma, Mr. Hari Om Agarwal and Mr. Mool Chand Garg., are proposed to be appointed as Independent Directors of the Company under the Companies Act, 2013 to hold office for 5 (Five) consecutive years for a term upto the conclusion of 28th Annual General Meeting of the Company in the calendar year 2019.

#### B. Means of Communication

The Company publishes its notices, quarterly and Annual Result in following newspaper:

S.No.	Name of Newspaper	Region	Language
1.	Financial Express	Delhi	English
2.	Rashtriya Sahara	Delhi	Hindi

The quarterly financial results from time to time to the investors and analysts are submitted to the stock exchanges on which the Company's equity shares are listed.

In accordance with the circular issued by the Ministry of Corporate Affairs on the Green Initiatives and amendment in Clause 32 of the listing agreement with stock exchanges, the Company will send Annual Report containing inter-alia, Audited Financial Statements, Directors' Report, Independent Auditors' Report,

Management Discussion & Analysis Report, Corporate Governance Report including information for the Shareholders, other important information and Notice of the ensuing Annual General Meeting along with proxy forms electronically, who have opted for the same. Printed copy of the Chairman's Speech is distributed at the Annual General Meeting.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system include centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaints and their current status.

#### C. Transfer of Unclaimed Dividend to Investor Education & Protection Fund (IEPF)

Under the Companies Act, 1956, dividends which remain unclaimed for a period of 7 years are required to be transferred to the Investor Education & Protection Fund (IEPF) administered by the Central Government.

Dates of declaration of dividends since 2011-12 and the amount remaining Unclaimed/ unpaid as on 31.03.2014 are given in the table below.

Financial year	Date of Declaration	Amount remaining Unclaimed/Unpaid as on 31.03.2014
2011-12	29.09.2012	107,870.46/-
2012-13	30.09.2013	178,270.15/-

#### General Information for Members

The Company is registered with the Registrar of Companies, Delhi. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is : **L26940DL1991PLC044520.**

#### Annual General Meeting: Date, time, Venue

ANNUAL GENERAL MEETING	
DATE	30th September, 2014
TIME	1:00 P.M
VENUE	Hotel Golden Palm at Plot No. 6C, Mandawali, Fazalpur, Delhi-92

#### Financial Calendar (tentative)

**Financial Year: 1st April 2013 to 31st March 2014**

#### Adoption of Quarterly Reports for the quarter ending:

S.No.	Results	For Year 31st March 2013 were announced on	For Year 31st March 2014 announced/ will be announced on #
A	First Quarter	13th August, 2013	14th August 2014
B	Second Quarter	14th November, 2013	2nd Week of November 2014
C	Third Quarter	13th February 2014	2nd Week of February 2015
D	Fourth Quarter	30th May 2014	2nd week of May 2015
F	Annual General Meeting	30th September 2013	30th September 2015

# Within 45 days of the end of the quarter as per latest clause 41 of the Listing Agreement.

#### Book Closure

The Book Closure period is from 22nd September, 2014 to 30th September 2014. (Both days inclusive)

#### Dividend Payment Date

On or before 29th October, 2014

#### Listing:

The equity shares of the Company of the face value of ₹ 2 each (fully paid) are listed on the Bombay Stock Exchange Ltd, Delhi Stock Exchange Association Limited.

The following are the details of the Company's shares:

Script Code:	531900
ISIN	INE778E01023
BSE – Address	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 www.bseindia.com
DSE – Address	Asaf Ali Road, Delhi

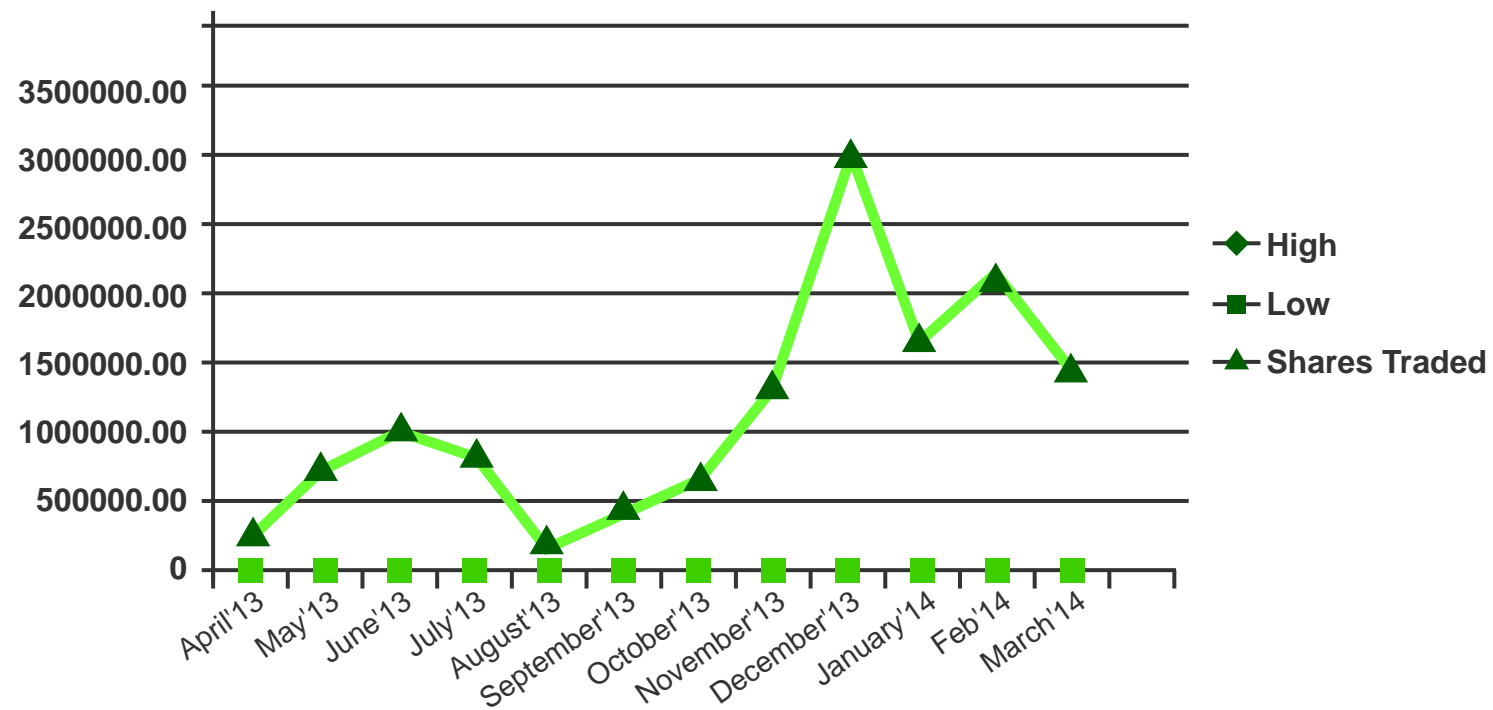
#### Market Information

Market price data - monthly high/low of the closing price and trading volumes on BSE depicting liquidity of the Company's Shares on the said exchange is given hereunder:  
Stock Market Data: Available at BSE.

Year 2013-14	BSE		
Months	High (Rs.)	Low (Rs.)	Volume of Shares Traded (Nos.)
April 2013	44.10	30.45	193786
May 2013	59.50	32.70	706402
June 2013	66.05	46.95	1051842
July 2013	93.00	49.05	832719
August 2013	91.50	62.55	190370
September 2013	95.00	73.30	441322
October 2013	106.25	76.70	655124
November 2013	97.85	66.65	1402699
December 2013	94.80	81.20	2992137
January 2014	178.70	90.00	1674380
February 2014	204.90	172.25	2133355
March 2014	196.00	166.05	1495067

(Sources: BSE Website)

## BSE Sensex



### ➤ Shares Transfer

The Company has entered into an agreement with M/s. Alankit Assignments Ltd., Delhi to handle Share transfer for both physical as well as demat mode. All requests in demat mode are processed in 15 days as per stipulation of National Securities Depository Limited (NSDL) and Central Depository Services Limited (CSDL).

### ➤ Reconciliation of Share Capital Audit

Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, on half yearly basis, certificates have been issued by a company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Further secretarial audit is done on a quarterly basis for reconciliation of share capital of the company

A Company Secretary-in-Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

**Table: 1** Share Ownership Pattern as on 31st March 2014

S.No	Category	No. of Shares Held	%age of Shareholding
<b>A</b>	<b>Promoters Holding</b>		
1.	Promoters		
	☒ Indian Promoters	28213057	29.40%
	☒ Foreign Promoters	-	-
	☒ Person acting in Concert	-	-
	<b>SUB- TOTAL (A)</b>	<b>28213057</b>	<b>29.40%</b>
<b>B</b>	<b>Non- Promoters Holding</b>		
	<b>Institutional Investors</b>		
	☒ Mutual Funds and UTI	-	-
	☒ Banks, Financial Institutions	-	-
	☒ Insurance companies, central/state Govt. Institutions/Non-Government Institutions	-	-
	☒ FII's	-	-
	<b>SUB- TOTAL (B)</b>	<b>-</b>	<b>-</b>
<b>C</b>	<b>Others</b>		
	☒ Private Body Corporate	36109550	37.63%
	☒ Indian Public	31615380	32.94%
	☒ NRIs (Including Foreign Company)	13	0.00%
	☒ Trust	25000	0.03%
	<b>SUB- TOTAL (C)</b>	<b>67749943</b>	<b>70.60%</b>
	<b>TOTAL (A+B+C)</b>	<b>95963000</b>	<b>100%</b>

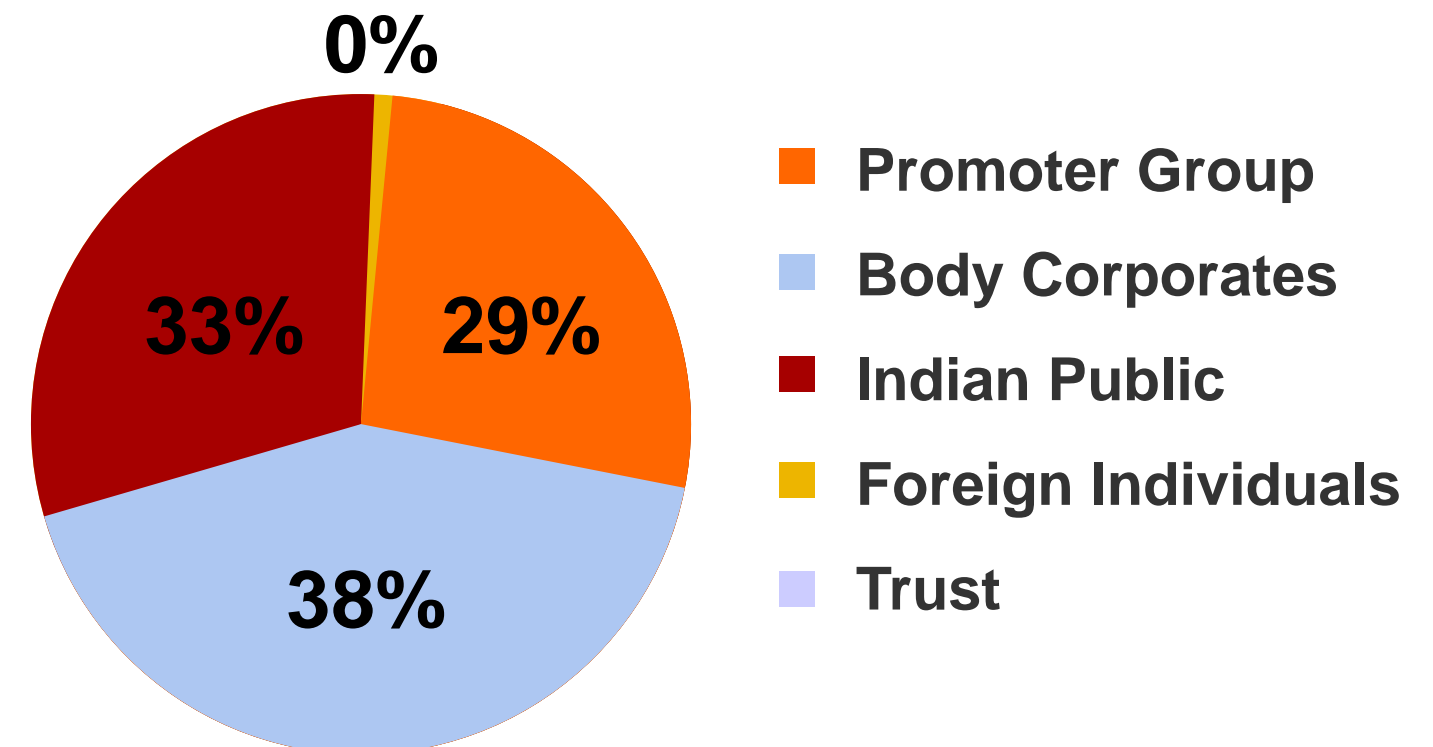
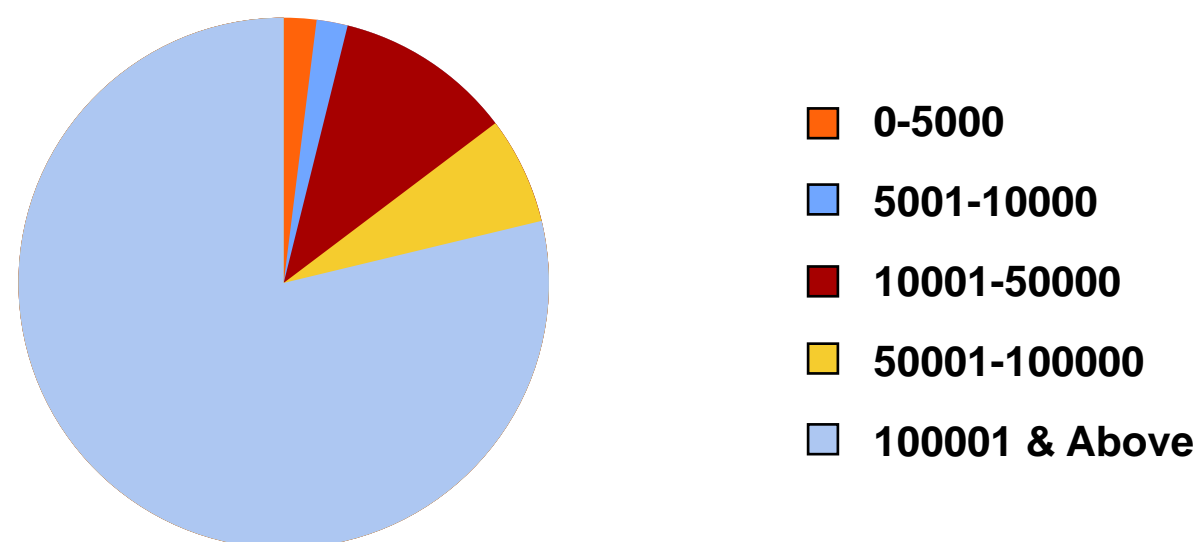




Table: 2

**Distribution of Shareholding by size as on 31st March 2014**

S.No.	Range of Shares	No of Share Holders	% of Share Holders	No of Shares Held	% of Share holding
1.	Upto 5000	1269	59.16	1991802	2.08
2.	5001-10000	274	12.77	2134903	2.22
3.	10001-50000	400	18.64	9516943	9.92
4.	50001-100000	90	4.20	6628996	6.91
5.	100001-and above	112	5.22	75690356	78.87
	<b>Total</b>	<b>2145</b>	<b>100.00</b>	<b>95963000</b>	<b>100.000</b>



➤ **Shares held in Dematerialized and Physical Form**

The Shares of the Company are traded compulsory in Demat. As on the date of report 9,36,98,500 shares of the Company aggregating 97.64% of the total Equity Capital is held by shareholders in dematerialized mode. Remaining 22,64,500 Shares representing 2.36 % held in physical form.

➤ **Outstanding GDR/ADRs/ Warrants or convertibles Instruments: Not applicable.**

ADDRESS for Correspondence	Company (For general assistance)
<b>Registrar (for Demat mode)</b>	<b>Regd Office:</b>
Alankit Assignment Ltd.	30, Bharti Artist Colony, Main Vikas Marg, Delhi-92.
2E/21, Alankit House, Jhandwala Extn.	<b>Corporate Office:</b>
Delhi-110055.	C-42, R.D.C, Raj Nagar, Ghaziabad.
<b>Ph.011-24541234,23541234</b>	<b>Ph. No. 0120-4214258</b>

**ANNEXURE-A****Declaration by Managing Director under Clause 49(1) (D) of the Listing Agreement for compliance with the code of conduct**

As per the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management.

I, Rama Gupta, Managing Director cum Chairman of CCL International Limited hereby declare that all member of the board and Senior Management Personnel have affirmed compliances with the code of conduct, as applicable to them for the Year ended March 31, 2014.

Date : 30.05.2014

Place: Delhi

**RAMA GUPTA**  
Chairman

**CERTIFICATE ON CORPORATE GOVERNANCE**

As required by clause 49 of the Listing Agreement, the Certificate on Corporate Governance is given as annexure to the Directors' Report.

**TO THE MEMBERS OF CCL INTERNATIONAL LTD.**

We have examined the compliance of conditions of Corporate Governance by CCL International Limited ("the Company), for the year ended on 31st March 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Managements, we certify that the Company has complied the Corporate Governance as stipulated in the above-mentioned listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

**For VIDYA & COMPANY**  
Chartered Accountants  
Firm No. 308022E

Date : 30.05.2014

Place : Delhi

**(S.P. AGARWAL)**  
PARTNER  
M No.088663

## INDEPENDENT AUDITORS' REPORT

### To, The Members of CCL INTERNATIONAL LIMITED Report on the Financial Statements

1. We have audited the accompanying financial statements of CCL International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements, that gives a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and

fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements gives the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

(b) In the case of Statement of Profit and Loss, of the profit for the year ended on that date; and

(c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirement

7. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

8. As required by Section 227(3) of the Act, we report that:

I. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

II. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

III. The financial statements dealt with by this

report are in agreement with the books of account;

IV. In our opinion, the financial statements comply with the Accounting Standards notified under the Companies Act, 1956("the act") read with General Circular 15/2013 Dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and

V. On the basis of written representations received from the directors, as on March 31, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For VIDYA & COMPANY  
Chartered Accountant  
Firm No. 308022E

Date: 30.05.2014  
Place: Delhi

(S.P. AGARWAL)  
PARTNER  
M No. 088663

#### ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF CCL INTERNATIONAL LIMITED, ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014 (Referred to in paragraph 7 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

1. In respect of Fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situations of Fixed Assets.

(b) According to information and explanation given to us, all the assets have been physically verified by the management during the year under the regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) During the year, no part of the fixed assets of the Company was disposed off.

2. In respect of Inventory:

a) As per the information furnished, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, having regard to the nature and location of stocks, the frequency of physical verification is reasonable.

(b) In our opinion, and according to the information

ad explanations given to us, procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(b) In our opinion and according to the information and explanation given to us, the company has Maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

3. The Company has not taken loans secured or unsecured to/ from the companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.

In respect of loans, secured or unsecured, granted by the company to parties covered in the Register maintained under section 301 of the Companies Act, 1956, according to the information and explanation given to us the companies has not granted any loan to any party.

4. In our opinion and according to the information and explanation given to us, there is an adequate Internal Control System commensurate with the size of the Company and the nature of its business for the purchases of Inventory, Fixed Assets and with regard to the sale of goods and services. During the course of our audit, no major weakness had been noticed in internal control system.

5. In respect of contracts or arrangements entered in the Register maintained in pursuance of section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanation given to us:

a) The particulars of contracts or arrangements referred to in section 301 of the Act that needed to be entered in the Register maintained under the said section have been so entered.

b) In our opinion, and according to the information and explanations given to us, it is our opinion that these transactions have been made at reasonable process having regards to the prevailing market price.

6. In our opinion and according to the information and explanation given to us, the Company has not accepted any deposit from the public and hence directive issued by the Reserve bank of India and the Provisions of section 58A and 58AA of the Companies Act, 1956 and rules framed there under are not applicable for the year under audit.

7. In our opinion and according to the information

and explanation given to us, the company has an adequate internal audit system commensurate with the size of the company and the nature of business.

8. We have been informed by the management, no cost records have been prescribed under section 209(1) (d) of the Companies Act, 1956.

9. (a) According to information and explanation given to us and the books and records examined by us the Company is regular in depositing undisputed statutory dues including Income Tax, TDS, Wealth Tax, Sales Tax, Service Tax and other material statutory dues as applicable with appropriate authorities. No undisputed amounts were in arrears as at 31st March, 2014 for a period of more than six months from the date they become payable.

(b) According to the records of the Company, there are no dues outstanding of Income Tax, TDS, Wealth Tax, Service Tax as at 31st March 2014, which have not been deposited with the appropriate authorities on account of any dispute.

10. In our opinion, the Company has not accumulated losses at the end of the financial year and it has not incurred cash losses in the current and the immediately preceding financial year.

11. Based on our audit procedure and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to financial institutions or banks or debentures holders as the company has paid all outstanding during the year.

12. Based on our examination of the records and information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities during the year.

13. In our opinion, the Company is not a chit fund or a nidhi or a mutual benefit fund/ society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

14. In our opinion and according to the information and explanation given to us, the Company is not a dealer or trader in shares,

securities, debentures and other investments therefore the provision of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

15. Based on our examination of the records and information and explanations given to us, the Company has not given guarantee for loans taken by others from banks or financial institutions.

16. According to information and explanation given to us, the term loans have been applied for the purpose for which they were raised.

17.1. According to information and explanation given to us, and an overall examination of Balance Sheet and Cash Flow Statement of the Company, we report that no fund raised on short term basis have been, prima facie, used for long term investment and no long term fund have been used to finance short term requirement.

18. During the year, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.

19. The company has not issued any secured debentures during the year.

20. The Company has not raised any money through a public issue during the year.

21. According to the information and explanation given to us, we report that no fraud of material significance on or by the company has been noticed or reported during the course of our audit.

**For VIDYA & COMPANY**  
**Chartered Accountant**  
**Firm No. 308022E**

**Date: 30.05.2014**  
**Place : Delhi**

**(S.P. Agarwal)**  
**Partner**  
**M. No. 088663**

**CCL INTERNATIONAL LIMITED**  
**Reg Office: 30, BHARTI ARTIST COLONY MAIN VIKAS MARG, LAXMI NAGAR, DELHI - 110092**  
**AUDITED BALANCE SHEET AS AT 31ST MARCH' 2014**

Particulars	Note No.	2013-14	2012-13
	2	3	4
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
a) Share capital	1	191,926,000	191,926,000
b) Reserves and surplus	2	167,480,643	163,141,918
c) Money received against share warrants		-	-
<b>2 Share application money pending allotment</b>		-	-
<b>3 Non-current liabilities</b>			
a) Long-term borrowings	3	31,460,790	10,158,673
b) Deferred tax liabilities (Net)		1,246,228	56,221
c) Other Long term Liabilities		-	-
d) Long-term Provisions		-	-
<b>4 Current liabilities</b>			
a) Short-term Borrowings	4	78,977,701	37,228,178
(b) Trade payables	5	193,773,614	167,275,184
c) Other current liabilities	6	23,781,562	17,462,921
d) Short-term provisions	7	8,557,471	10,861,823
<b>TOTAL</b>		<b>697,204,008</b>	<b>598,110,918</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
a) Fixed assets	8		
(i) Tangible assets		199,568,631	113,257,384
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under Development		-	-
		199,568,631	113,257,384
Less: Accumulated Depreciation		10,995,761	10,161,335
Net Block		188,572,869	103,096,049
b) Non Current Investments	9	43,144,534	37,144,534
c) Deferred tax assets (net)		-	-
d) Long-term loans and advances	10	108,658,182	148,210,398
e) Other Non Current Assets		156,321	404,476
<b>2 Current assets</b>			
a) Current Investments	12		
b) Inventories	13	121,146,523	130,412,024
c) Trade receivables	14	119,276,293	34,451,055
d) Cash and cash equivalents	15	45,186,139	42,620,128
e) Short-term loans and advances	16	70,714,993	101,424,100
f) Other current assets	17	348,155	348,155
<b>TOTAL</b>		<b>697,204,008</b>	<b>598,110,918</b>
Significant Accounting Policies & Notes on Accounts	26		

**As per our report of even date**

**For and on behalf of the Board of Directors**

**FOR VIDYA & CO.**  
**Chartered Accountants**

**CCL International Limited**

**(S.P. AGARWAL)**  
**Partner**  
**M No. 088663**  
**Firm No. 308022E**  
**Place : Delhi**  
**Dated : 30.05.2014**

**RAMA GUPTA**  
**(Managing Director)**

**ANIL KUMAR**  
**(Director)**

**AKASH GUPTA**  
**(CEO)**

**CCL INTERNATIONAL LIMITED**  
**Reg Office: 30, BHARTI ARTIST COLONY MAIN VIKAS MARG, LAXMI NAGAR, DELHI - 110092**  
**STATEMENT OF PROFIT & LOSS A/C FOR THE YEAR ENDED ON MARCH' 2014**

Particulars		Note No.	2013-14	2012-13
I.	Revenue from operations	18	796,052,574	772,910,921
II.	Other income	19	5,899,756	16,027,980
III.	<b>Total Revenue (I + II)</b>		<b>801,952,329</b>	<b>788,938,901</b>
IV.	Expenses:			
	Purchases of Stock-in-Trade	20	624,419,168	661,095,912
	Changes in Inventory of Finished Goods, WIP & Stock in Trade	21	9,265,501	(60,941,850)
	Employee benefits expense	22	8,874,632	8,818,723
	Finance costs	23	6,562,109	11,393,644
	Depreciation and Amortization expense	24	11,343,916	8,204,879
	Other expenses	25	127,569,368	137,390,699
	<b>Total expenses</b>		<b>788,034,694</b>	<b>765,962,007</b>
V.	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>13,917,635</b>	<b>22,976,894</b>
VI.	Exceptional & Extraordinary items		-	-
VII.	<b>Profit before tax (V - VI)</b>		<b>13,917,635</b>	<b>22,976,894</b>
VIII.	Tax Expenses:			
	(1) Current tax		2,812,373	5,285,293
	(2) Income Tax earlier year		-	-
	(3) Deferred Tax Current Year		1,190,007	205,405
IX	<b>Profit After Tax</b>		<b>9,915,255</b>	<b>17,486,196</b>
X	Earnings per share:			
	Basic & Diluted		0.10	0.18
	Significant Accounting Policies & Notes on Accounts	26		

As per our report of even date

FOR VIDYA & CO.  
Chartered Accountants

(S.P. AGARWAL)  
Partner  
M No. 088663  
Firm No. 308022E  
Place : Delhi  
Dated : 30.05.2014

RAMA GUPTA  
(Managing Director)

For and on behalf of the Board of Directors

CCL International Limited

ANIL KUMAR  
(Director)

AKASH GUPTA  
(CEO)



## Balance Sheet Notes

### NOTE 1

Share capital

Share Capital	2013-14		2012-13	
	Number	Amount	Number	Amount
<b>Authorised</b> Equity Shares of Rs. 2 each	165000000	330000000	165000000	330000000
<b>Issued</b> Equity Shares of Rs. 2 each	95963000	191926000	95963000	191926000
<b>Subscribed &amp; Paid up</b> Equity Shares of Rs. 2 each	95963000	191926000	95963000	191926000
<b>Total</b>	<b>95963000</b>	<b>191926000</b>	<b>95963000</b>	<b>191926000</b>

### Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	2013-14		2012-13	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	95963000	191926000	95963000	191926000
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	95963000	191926000	95963000	191926000

### Shares in the company held by each shareholder holding more than 5 percent shares

Name of Shareholder	2013-14		2012-13	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Akash Gupta	5582750	5.82	5582750	5.82
Mrs. Rama Gupta	5286673	5.51	5286250	5.51
Mr. Anil Kumar	<b>5035000</b>	<b>5.25</b>	<b>3875000</b>	<b>4.04</b>
M/s. Tanvi Fincap Private Limited	8288634	8.64	8288634	8.64
<b>Total</b>	<b>24193057</b>	<b>25.21</b>	<b>23032634</b>	<b>24.00</b>

### Shares issued for other than cash, Bonus issue and Shares bought back

Year	Shares issued pursuant to contract(s) other than for cash	Shares Issued by way of Bonus	Shares Bought Back
2013-14	0	0	0
2012-13	0	0	0
2011-12	Pursuant To merger of the Company with AAR Infrastructure Limited the Company has issued 62102500 equity shares of Rs. 2 each to the shareholders of AAR Infrastructure Limited.	0	0
2010-11	0	0	0
2009-10	0	0	0

**The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:**

The Company has one class of equity shares having a par value of `2 per share. Each shareholder is eligible for one vote per share held. The Dividend of Rs. 47,98,150 proposed by the BOD is subject to the approval of shareholders in the ensuing AGM. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the company after distribution of all preferential amount in the proportion to their shareholding.

**NOTE 2**

Reserves and surplus

Particulars	2013-14	2012-13
<b>A) Security Premium Account</b>		
<b>Opening Balance</b>	70000	0
Add : Securities premium credited on Share Merger	0	70000
Less : Premium Utilised for various reasons Premium on Redemption of Debentures For Issuing Bonus Shares	0	0
<b>Closing Balance</b>	70000	70000
<b>B) State Investment Subsidy</b>		
<b>Opening Balance</b>	0	0
Add : Received During the Year	0	0
Less : Transferred to General Reserve	0	0
<b>Closing Balance</b>	0	0
<b>C) General Reserve</b>		
<b>Opening Balance</b>	127034500	127034500
Add: Transferred during the Year From AAR Infrastructure on account of Merger From State Investment Subsidy	0 0	0 0
Less: Written off during the Year	0	0
<b>Closing Balance</b>	127034500	127034500
<b>D) Surplus</b>		
<b>Opening balance</b>	36037418	24127752
(+) Net Profit/(Net Loss) For the current year	9915255	17486196
(+) Transfer from AAR Infrastructure on account of Merger	0	0
(-) Proposed Dividends	4798150	4798150
(-) Corporate Dividend Tax	778380	778380
(-) Interim Dividends	0	0
(-) Transfer to Reserves	0	0
<b>Closing Balance</b>	40376143	36037418
<b>Total</b>	<b>167480643</b>	<b>163141918</b>



**NOTE 3**

Long Term Borrowings

Particulars	2013-14	2012-13
<b>SECURED</b>		
<b>(a) Term loans</b>		
From Banks (Refer Note A1 to A12)	31460790	2030116
From Other Parties (Secured By: Hypothecation of Respective Fixed Assets)	0	8128557
From other parties (Secured By _____) (of the above, NIL is guaranteed by Directors and / or others)	0	0
Terms of Repayment: The Company shall pay monthly Installment as per the terms of agreement with Bank		
<b>(b) Other loans and advances (specify nature)</b>		
(Secured By _____) (of the above, ` ____ is guaranteed by Directors and / or others)	0	0
Terms of Repayment _____		
	<b>31460790</b>	<b>10158673</b>
<b>In case of continuing default as on the balance sheet date in</b>		
1. Period of default		
2. Amount		
	<b>No Default committed</b>	
<b>UNSECURED</b>		
<b>(a) Term loans</b>		
from banks	0	0
from other parties (of the above, NIL is guaranteed by Directors and / or others)	0	0
Terms of Repayment: Payable on Demand		
<b>(b) Loans and advances from related parties</b>		
(of the above, NIL is guaranteed by Directors and / or others)		
Terms of Repayment: Payable on Demand		
<b>In case of continuing default as on the balance sheet date in</b>		
1. Period of default		
2. Amount		
	<b>No Default committed</b>	
<b>Total</b>	<b>31460790</b>	<b>10158673</b>

Note A(1): Loan from HDFC Bank of Rs. 34,409.99 (Previous Year Rs. 1,61,829.76/-), out of which Rs.34409.99/- is Current is secured by way of Hypothecation of Vehicle amounting to Rs. 5,08,220/-. Rate of Interest being 12.51% (Fixed) P.A. Repayable 36 Monthly Installments.

Note A(2): Car Loan from OBC Bank of Rs. 6,75,155.86/- (Previous Year Rs. 10,14,072/-) out of which Rs. 3,37,176.46/- is Current is secured by way of Hypothecation of Vehicle amounting to Rs. 12,81,330/-. Rate of Interest being 11.00 % (Fixed) P.A. Repayable 36 Monthly Installments.

Note A(3): Car Loan from OBC Bank of Rs. 12,37,844.42/- (Previous Year Rs. 19,25,581/-) out of which Rs. 6,63,607.75/- is Current is secured by way of Hypothecation of Vehicle amounting to Rs. 22,56,000/-. Rate of Interest being 11.00 % (Fixed) P.A. Repayable 36 Monthly Installments.

Note A(4): Loan from Axis Bank of Rs. 90,00,000/- (Previous Year Rs. Nil ) out of which Rs. 22,97,509.00/- is Current is secured by way of Hypothecation of Motor Grader amounting to Rs. 90,00,000/-. Rate of Interest being 10.52 % (Fixed) P.A. Repayable 36 Monthly Installments.

Note A(5): Loan from Tata Capital Finance of Rs. 3,19,65,809.11/- out of which Rs. 81,19,726.49/- is Current is secured by way of Hypothecation of Motor Grader amounting to Rs. 3,38,00,000/-. Rate of Interest being 11.77 % (Fixed) P.A. Repayable 47 Monthly Installments.

Note A (6): Loan from L & T Finance Limited is Nil/-( Previous Year Rs. 18,98,540/-) @ 11.80% p.a., is secured by way of Hypothecation of certain Plant & Machinery (Forklane) and Personal Guarantee by Directors. Repayable in EMI ending on March 5, 2014.

Note A(7): Loan from L & T Finance Limited of Rs. 66,21,309/- ( Previous Year Rs. 1,43,38,630/-) @ 13.00% p.a., out of which Rs.66,21,309/- is Current is secured by way of Hypothecation of certain Plant & Machinery(Writgen Recycler/Stabliser) and Personal Guarantee by Directors. Repayable in EMI ending on March 5, 2015.

Note A(8): Loan from L & T Finance Limited is Nil ( Previous Year Rs. 5,97,150/-) @ 13.59%, is secured by way of Hypothecation of certain Plant & Machinery(Tipper) and Personal Guarantee by Directors. Repayable in EMI ending on March 5, 2014.

Note A(9): Loan from L & T Finance Limited is Nil ( Previous Year Rs.7,27,029/-) @ 11.05%, is secured by way of Hypothecation of certain Plant & Machinery(JCB Compector) and Personal Guarantee by Directors. Repayable in EMI ending on Feb 01, 2014.

Note A(10): Loan from L & T Finance Limited is Nil ( Previous Year Rs.7,30,464/-) @ 10.67%, is secured by way of Hypothecation of certain Plant & Machinery(JCB Compector) and Personal Guarantee by Directors. Repayable in EMI ending on Feb 10, 2014.

Note A(11): Loan from L & T Finance Limited is Nil (Previous Year Rs. 16,14,314/-) @ 12.25%, is secured by way of Hypothecation of certain Plant & Machinery(JCB Machines) and Personal Guarantee by Directors. Repayable in EMI ending on Feb 1, 2014.

Note A(12): Loan from ICICI of Rs. 15,07,248/- ( Previous Year Rs. 29,79,448/-) @ 12.65%, (out of which Rs.15,07,248/- is Current) is secured by way of Hypothecation of certain Plant & Machinery(Tippers) and Personal Guarantee by Directors. Repayable in EMI ending on Feb 15, 2015.

**NOTE 4**

## Short Term Borrowings

Particulars	2013-14	2012-13
<b>(a) Loan Repayable on Demand From Bank</b>		
Secured (Refer Note 4(A)(1) to (4))		
Unsecured	78977701	21078178
<b>From Other Parties</b>		
Secured (Refer Note 4(A)(5))	0	0
Unsecured (Refer Note 4(B)(1) to (2))	0	11250000
<b>Total</b>	<b>7877701</b>	<b>34328178</b>
<b>(b) Deposits</b>		
Secured	0	0
Unsecured	0	0
<b>Total</b>	<b>0</b>	<b>0</b>
<b>(c) Loan &amp; Advances from Related Parties</b>		
Secured	0	0
Unsecured (Refer Note 4(B)(2))	0	2900000
<b>Total</b>	<b>0</b>	<b>2900000</b>
<b>(d) Other Loan &amp; Advances</b>		
Secured	0	0
Unsecured	0	0
<b>Total</b>	<b>0</b>	<b>0</b>
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (b) & (d)		
1. Period of default	<b>No Default committed</b>	
2. Amount		
<b>Total</b>	<b>78977701</b>	<b>37228178</b>

## Related Party Transaction

Particulars	2013-14	2012-13
Directors *	0	200000
Other officers of the Company *	0	0
Firm in which director is a partner *	0	0
Private Company in which director is a member *	0	2700000
<b>Total</b>	<b>0</b>	<b>2900000</b>

\* Either severally or jointly

## Note A:

Note A(1): Cash Credit of Rs. 5,66,48,953.14/(Previous year Rs. 1,35,75,769/-) from Oriental Bank of Commerce is secured by way of Hypothecation of Stock of the company on first Charge basis & collateral security of certain lands of the company.

Note A(2): Bank Overdraft is Nil (Previous year Rs. 75,02,408.64) from IDBI Bank Ltd is secured by way of Fixed Deposits of Rs. 1,00,11,000/-

Note A(3): Bank Overdraft Limits of Rs. 40,13,265.71/(Previous year Rs. Nil) from State Bank of India by way of Fixed deposits of Rs. 50,00,000/-

Note: A(4) Letter of Credit of Rs. 1,83,15,482/- (Previous year Rs. Nil) issued by Oriental Bank of Commerce.

Note: A(5) Advance from PWD (Mehayala) is Nil (Previous year Rs. 1,12,50,000/-) against ongoing project is secured by way of Bank Guarantee.

Note B(1): Unsecured Loan is Nil (Previous year Rs. 20,00,000/-) from Yashoda Builders Private Limited.

Note B(2): Unsecured Loan is Nil (Previous year Rs. 29,00,000/-) from Director and other associates companies.

**NOTE 5**

## Trade Payables

Particulars	2013-14	2012-13
<b>Trade payables:</b>		
Acceptances	193219614	166433755
Other than Acceptances	554000	841429
<b>Total</b>	<b>193773614</b>	<b>167275184</b>

**NOTE 6**

## Other Current Liabilities

Particulars	2013-14	2012-13
(a) Current maturities of long-term debt	19580987	15828385
(b) Current maturities of Finance Lease Obligations	0	0
(c) Interest accrued but not due on borrowings	0	0
(d) Interest accrued and due on borrowings	0	0
(e) Income received in advance	0	0
(f) Unpaid Dividends	0	0
(g) Govt. Dues/Statutory Liability	387511	312413
(h) Expenses Payable	813064	1322124
(i) Outstanding Liabilities	0	0
(j) Advance against sale of Propertie	3000000	0
<b>Total</b>	<b>23781562</b>	<b>17462921</b>

**NOTE 7**

## Short Term Provisions

Particulars	2013-14	2012-13
<b>(a) Provision for employee benefits</b>		
Salary & Reimbursements	0	0
Contribution to PF & ESI	0	0
Gratuity (Funded)	0	0
Provision for Tax	2980941	5285293
Proposed Dividend & Dividend Tax	5576530	5576530
<b>Total</b>	<b>8557471</b>	<b>10861823</b>



Fixed Assets	Gross Block			Accumulated Depreciation				Net Block				
	Balance as at 1 April 2013	Additions	Disposals	Revaluations/Impairments	Balance as at 31 March 2014	Balance as at 1 April 2013	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2014	Balance as at 1 April 2013	
<b>Tangible Assets</b>												
A												
Lease Hold Land	25,914,515	354,070	0	0	26,268,585	0	0	0	0	0	25,914,515	26,268,585
Free Hold Land & Buildings	18,405,380	23,098,188	0	0	41,503,568	0	0	0	0	0	18,405,380	41,503,568
Plant and Equipment	59,474,244	72,178,245	0	0	131,652,489	7,012,260	9,230,075	0	0	16,242,335	52,461,984	115,410,154
Furniture and Fixtures	616,084	18,703	0	0	634,787	304,665	57,182	0	0	361,847	311,419	272,940
Vehicles	7,793,698	70,460	0	0	7,864,158	2,189,168	1,452,961	0	0	3,642,129	5,604,530	4,222,029
Office equipment	423,996	386,490	0	0	810,486	175,241	83,554	0	0	258,795	248,755	551,691
Computer	615,498	366,426	0	0	981,924	466,033	171,989	0	0	638,022	149,465	343,902
<b>Total (A)</b>	<b>113,243,416</b>	<b>96,472,582</b>	<b>0</b>	<b>0</b>	<b>209,715,998</b>	<b>10,147,367</b>	<b>10,995,761</b>	<b>0</b>	<b>0</b>	<b>21,143,128</b>	<b>103,096,049</b>	<b>188,572,869</b>
<b>Intangible Assets</b>												
B												
Goodwill/Trademark/Copyright	0	0	0	0	0	0	0	0	0	0	0	0
<b>Total (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Capital Work In Progress	0	0	0	0	0	0	0	0	0	0	0	0
<b>Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Intangible assets under Development	0	0	0	0	0	0	0	0	0	0	0	0
<b>Total (D)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total (A+B+C+D)</b>	<b>113,243,416</b>	<b>96,472,582</b>	<b>0</b>	<b>0</b>	<b>209,715,998</b>	<b>10,147,367</b>	<b>10,995,761</b>	<b>0</b>	<b>0</b>	<b>21,143,128</b>	<b>103,096,049</b>	<b>188,572,869</b>
Previous Year (Balances)	95,793,438	21,835,530	4,371,584	0	113,257,384	2,304,611	7,856,724	0	0	10,161,335	93,488,827	103,096,049

## NOTE 9

## Non- Current Investments

Particulars	2013-14	2012-13
B. Other Investments:		
Investments in Equity Shares	43144534	37144534
<b>Total</b>	<b>43144534</b>	<b>37144534</b>

Particulars	2013-14	2012-13
Aggregate Amount of Quoted Investments	28479534	28479534
Aggregate Amount of unquoted Investments	14665000	8665000
<b>Total</b>	<b>43144534</b>	<b>37144534</b>

## Non-current investments

Particulars	2013-14	2012-13
<b>A Trade Investments (Refer A below)</b>		
(a) Investment Properties	-	-
(b) Investment in Equity instruments	43144,534	37,144,534
(c) Investments in preference shares	-	-
(d) Investments in Government or Trust securities	-	-
(e) Investments in debentures or bonds	-	-
(f) Investments in Mutual Funds	-	-
(g) Investments in partnership firms*	-	-
(h) Other non-current investments (specify nature)	-	-
<b>Total (A)</b>	<b>43144,534</b>	<b>37,144,534</b>
<b>B Other Investments (Refer B below)</b>		
(a) Investment Properties	-	-
(b) Investment in Equity instruments	-	-
(c) Investments in preference shares	-	-
(d) Investments in Government or Trust securities	-	-
(e) Investments in debentures or bonds	-	-
(f) Investments in Mutual Funds	-	-
(g) Investments in partnership firms*	-	-
(h) Other non-current investments (specify nature)	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A + B)</b>	<b>43,144,534</b>	<b>37,144,534</b>
Less : Provision for dimution in the value of Investments	-	-
<b>Total</b>	<b>43,144,534</b>	<b>37,144,534</b>

Particulars	2013-14	2012-13
Aggregate amount of quoted investments (Market value)	28479534	28479534
Aggregate amount of unquoted investments	14665000	8665000

A Details of Trade Investments												
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Control led Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (₹)		Basis of Valuation	If Answer to Column (9) is 'No' - Basis of Valuation
			2013-14	2012-13			2013-14	2012-13	2013-14	2012-13		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment Properties											
(b)	Investment in Equity Instruments											
	Anamica Portfolio Pvt. Ltd	Other	50000	0	Unquoted	Fully Paid	2.28	0	1250000	0	As per AS-13	
	Anamica Financial Pvt. Ltd	Other	50000	0	Unquoted	Fully Paid	2.17	0	1000000	0	As per AS-13	
	Dimension Consulting Pvt. Ltd	Other	300000	0	Unquoted	Fully Paid	30	0	3000000	0	As per AS-13	
	Omaxe Limited	Other	20	20	quoted	Fully Paid	0	0	6200	6200	As per AS-13	
	Saffron Holding Pvt. Ltd	Other	50000	0	Unquoted	Fully Paid	3.86	0	750000	0	As per AS-13	
	Syby Industries Limited	Other	8750735	87507358	quoted	Fully Paid	21.49	21.49	28473334	28473334	As per AS-13	
	Shree Banke Behari RCC Products pvt. Ltd.	Other	420750	420750	Unquoted	Fully Paid	50	0	8415000	8415000	As per AS-13	
	Patliputra Credit & Securities Limited	Other	250000	250000	Unquoted	Fully Paid	2.33	2.33	250000	250000	As per AS-13	
(c)	Investments in Preference Shares											
(d)	Investments in Government or Trust securities											
(e)	Investments in Debentures or Bonds											
(f)	Investments in Mutual Funds											
(g)	Investments in partnership firms*											
(h)	Other non-current investments (specify nature)											
	<b>Total</b>								<b>43,144,534</b>	<b>37,144,534</b>		

A Details of Trade Investments												
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Control led Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount		Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' - Basis of Valuation
			2013-14	2012-13			2013-14	2012-13	2013-14	2012-13		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment Properties											
(b)	Investment in Equity Instruments											
(c)	Investments in Preference Shares											
(d)	Investments in Government or Trust securities											
(e)	Investments in Debentures or Bonds											
(f)	Investments in Mutual Funds											

(g)	Investments in partnership firms*											
(h)	Other non-current investments (specify nature)											
	<b>Total</b>											

G. Investment in _____ (Name of the Firm)	
Name of the Partners	Share of Capital
Partner 1	
Partner 2	
<b>Total Capital</b>	

**NOTE 10**

## Long Term Loans and Advances

Particulars	2013-14	2012-13
<b>a) Capital Advances</b>		
Secured, considered good	0	0
Unsecured, considered good	5500000	15500000
Doubtful	0	0
Less: Provision for doubtful advances	0	0
	<b>5500000</b>	<b>15500000</b>
<b>b) Security Deposits</b>		
Secured, considered good	0	0
Unsecured, considered good	14942182	12275398
Doubtful	0	0
Less: Provision for doubtful deposits	0	0
	<b>14942182</b>	<b>12275398</b>
<b>c) Other Loan &amp; Advances</b>		
Other Loan & Advances	0	0
Advance for Purchase of Material	0	0
Advance for Purchase of Property	0	0
Share Application Money	0	0
	<b>0</b>	<b>0</b>
<b>d) Loans and advances to related parties</b>		
Secured, considered good	0	0
Unsecured, considered good (share application money)	84786000	112505000
Doubtful	0	0
Less: Provision for doubtful loans and advances	0	0
	<b>84786000</b>	<b>112505000</b>
<b>e) Other loans and advances (specify nature)</b>		
Secured, considered good	0	0
Unsecured, considered good (share application money)	3430000	7930000
Doubtful	0	0
Less: Provision for _____	0	0
	<b>3430000</b>	<b>7930000</b>
<b>Total</b>	<b>108658182</b>	<b>148210398</b>

## Related Party Transaction

Particulars	2013-14	2012-13
Directors *	0	0
Other officers of the Company *	0	0
Firm in which director is a partner *	0	0
Private Company in which director is a member*	84786000	112505000
<b>Total</b>	<b>84786000</b>	<b>112505000</b>



**NOTE 11**

## Current Investments

Particulars	2013-14	2012-13
(a) Investment in Equity instruments	-	-
(b) Investments in preference shares	-	-
(c) Investments in Government or Trust securities	-	-
(d) Investments in Debentures or Bonds	-	-
(e) Investments in Mutual Funds	-	-
(f) Investments in partnership firms*	-	-
(g) Other non-current investments (specify nature)	-	-
Total (A)	-	-
Less : Provision for dimunition in the value of Investments	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

Particulars	2013-14	2012-13
Aggregate amount of quoted investments (Market value of ` __ (Previous Year ` __)	NIL	NIL
Aggregate amount of unquoted investments (Previous Year ` __)	NIL	NIL

## Details of Current Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted Unquot ed	Partly Paid / Fully paid	Extent of Holding (%)		Amount		Basis of Valuat ion
			2013-14	2012-13			2013-14	2012-13	2013-14	2012-13	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
(a)	Investment in Equity Instruments										
(b)	Investments in Preference Shares										
(c)	Investments in Government or Trust securities										
(d)	Investments in Debentures or Bonds										
(e)	Investments in Mutual Funds										
(f)	Investments in partnership firms*										
(g)	Other non-current investments (specify nature)										
	<b>Total</b>								-	-	

**G. Investment in \_\_\_\_\_ (Name of the Firm)**

Name of the Partners	
Partner 1	
Partner 2	
<b>Total Capital</b>	-

**NOTE 12**

## Other Non Current Assets

Particulars	2013-14	2012-13
<b>a. Long Term Trade Receivables</b>		
Secured, Considered Good	0	0
Unsecured, Considered Good	0	0
Doubtful	0	0
<b>b. Others</b>		
Other Receivable Money	100000	0
Unamortized Expenses (Preliminary Expenses to be amortized after 12 months)	56321	404476
<b>Total</b>	<b>156321</b>	<b>404476</b>

**NOTE 13**

## Inventories

Particulars	2013-14	2012-13
(As taken, valued and certified by the management) (Valued at lower of cost and net realisable value unless otherwise stated)		
a. Raw Materials	0	0
Goods-in transit	0	0
b. Work-in-progress (Valued at Cost)	96410794	85011135
Goods-in transit	0	0
c. Finished goods (Valued at Cost)	96410794	85011135
Goods-in transit	0	0
d. Stock-in-trade (Valued at Cost)	24735729	45400889
Goods-in transit	0	0
e. Stores and spares (Valued at _____)	24735729	45400889
Goods-in transit	0	0
f. Loose Tools (Valued at _____)	0	0
Goods-in transit	0	0
g. Others (Specify nature)	0	0
<b>Total</b>	<b>121146523</b>	<b>130412024</b>

**NOTE 14**

## Trade Receivables

Particulars	2013-14	2012-13
Trade receivables outstanding for a period less than six months from the date they are due for payment.		
Unsecured, considered good	116329845	29551501
Unsecured, considered doubtful	0	0
Less: Provision for doubtful debts	0	0
	116329845	29551501
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	2946448	4899554
Unsecured, considered doubtful	0	0
Less: Provision for doubtful debts	0	0
	2946448	4899554
<b>Total</b>	<b>119276293</b>	<b>34451055</b>

Trade Receivable stated above include debts due by:

Particulars	2013-14	2012-13
Directors *	0	0
Other officers of the Company*	0	0
Firm in which director is a partner *	0	0
Private Company in which director is a member*	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

\*Either severally or jointly

**NOTE 15**

Cash and cash equivalents

Particulars	2013-14	2012-13
<b>a. Balance with banks</b>	1410513	4365742
This includes:		
Margin with Bank for LC	0	177516
Bank balance with original maturity of less than three months	0	0
<b>b. Other Bank Balances</b>		
Bank balance with original maturity of more than three months but less than 12 months (Refer Note 15(A)(1) to (A)(6) below)	43582359	36960153
Bank balance with original maturity of more than 12 months	0	0
<b>c. Cheques, drafts on hand</b>	0	0
<b>d. Cash in hand</b>	193267	1116716
<b>Total</b>	<b>45186139</b>	<b>42620128</b>

Note A (1): FDR (inculsive of accrued interest) in favour of PWD (Meghalaya) of Rs.2,88,94,564.81/- (Previous Year Rs. 26,77,318.50/- is the security against work contract in Meghalaya.

Note A (2): FDR (inculsive of accrued interest)of Rs. 1,28,293/- (Previous year Rs. 1,18,825/-) is Security for Sales Tax Registration.

Note A (3): FDR against Overdraft Limit is Nil (Previous year Rs. 1,00,64,010/-)is Security against Overdraft Limit issued from IDBI Bank.

Note A (4): FDR(inculsive of accrued interest) of Rs. 53,89,352/- (Previous Year Rs. NIL) is the Security against Overdraft Limit issued by State Bank of India against Bank OD limits.

Note A (5): FDR (inculsive of accrued interest) of Rs.39,07,243/- (Previous Year Rs. Nil) is the Security against Bank Gaurantee of Rs. 1,90,57,175/- issued by Oriental Bank of Commerce.

Note A (6): FDR (inculsive of accrued interest) of Rs. 52,62,906/- (Previous Year Rs. Nil) is the Security against Letter of Credit of Rs. 2,58,15,482/- issued by Oriental Bank of Commerce.

**NOTE 16**

Short-term loans and advances

Particulars	2013-14	2012-13
a. Loan and Advances to related Parties	0	0
b. Share Application Money to related Parties	27100000	0
c. Others (specify nature)	0	0
Unsecured, considered good:		
Security Deposits (Car)	0	500000
Advance Receivable in cash or in kind	0	0
MAT Credit Entitlement	922562	2763607
Advance Tax & TDS	12281554	9363291
VAT Credit	17207	17207
Advance to Staff	920750	683750
Advance for Purchase of Properties	0	9250000
Prepaid Expenses	1020664	0
Advance to Suppliers	22018753	34300000
Advances to Parties	6433503	44546245
Less: Provision for bad and doubtful debts	0	0
<b>Total</b>	<b>70714993</b>	<b>101424100</b>

Related Party Transaction

Particulars	2013-14	2012-13
Directors *	0	0
Other officers of the Company*	0	0
Firm in which director is a partner *	0	0
Private Company in which director is a member*	27100000	0
<b>Total</b>	<b>27100000</b>	<b>0</b>

\*Either severally or jointly

**NOTE 17**

Other Current Assets

Particulars	2013-14	2012-13
Preliminary Expenses (to be amortized within 12 months)	348155	348155
<b>Total</b>	<b>348155</b>	<b>348155</b>

**NOTE 17A**

Contingent liabilities and commitments (to the extent not provided for)

Particulars	2013-14	2012-13
<b>(i) Contingent Liabilities</b>		
(a) Claims against the company not acknowledged as debt	0	0
(b) Guarantees	19057175	62678146
(c) Other money for which the company is contingently liable	0	0
<b>Total</b>	<b>19057175</b>	<b>62678146</b>



## Profit & Loss Notes

### NOTE 18

Revenue from operations

Particulars	2013-14	2012-13
<b>Sale of products</b>		
Land/Plots/Residential Units	0	13400000
Traded Goods	540910230	509847275
<b>Sale of services</b>		
Work-Contract Operations	255142344	249663646
Other operating revenues	0	0
Less:		
Excise duty	0	0
<b>Total</b>	<b>796052574</b>	<b>772910921</b>

### NOTE 19

Other income

Particulars	2013-14	2012-13
Interest Income		
On Fixed Deposits	3451472	4783695
Others	1769876	4629624
Dividend Income	0	5673
Net Gain/(Loss) From Sale of Investments	0	9823
Net Gain/(Loss) From Sale of Fixed Assets	0	6503766
Other non-operating income (net of expenses directly attributable to such income)	678408	95400
<b>Total</b>	<b>5899756</b>	<b>16027980</b>

### NOTE 20

Purchases of Stock-in-Trade

Particulars	2013-14	2012-13
Purchases of Traded Stock		
Land/Plots/residential units & Construction work thereon	90687927	166820025
Traded Goods	533731240	494275888
<b>Total</b>	<b>624419168</b>	<b>661095912</b>

### NOTE 21

Changes in Inventories of Work-in-Progress, Stock in Trade and Finished Goods

Particulars	2013-14	2012-13
<b>Opening Stock :</b>		
Work-in-Progress		
-Work Contract	18756840	6093245
-Land/Plots/Residential Units	66254295	61139200
Stock-in-Trade	45400889	2237729
Finished Goods	0	0
<b>Sub Total</b>	<b>130412024</b>	<b>69470174</b>
<b>Closing Stock :</b>		
Work-in-Process		
-Work Contract	20192501	18756840
-Land/Plots/Residential Units	76218293	66254295
Stock-in-Trade	24735729	45400889
Finished Goods	0	0
<b>Sub Total</b>	<b>121146523</b>	<b>130412024</b>
<b>Total</b>	<b>9265501</b>	<b>-60941850</b>

### NOTE 22

Employee Benefits Expense

Particulars	2013-14	2012-13
(a) Salaries and incentives	8487285	8479548
(b) Contributions to -		
(i) Provident fund (Inclusive of ESI)	0	0
(c) Staff welfare expenses	387347	339175
<b>Total</b>	<b>8874632</b>	<b>8818723</b>

### NOTE 23

Finance costs

Particulars	2013-14	2012-13
Interest expense	5809294	6663523
Other borrowing costs	752814	4730121
Applicable net gain/loss on foreign currency transactions	0	0
<b>Total</b>	<b>6562109</b>	<b>11393644</b>

### NOTE 24

Depreciation & Amortisation Expenses

Particulars	2013-14	2012-13
Depreciation	10995761	7856724
Amortisation Expenses (Written off during the year)	348155	348155
<b>Total</b>	<b>11343916</b>	<b>8204879</b>



**NOTE 25**

## Other expenses

Particulars	2013-14	2012-13
<b>Construction and Site Expenses</b>		
Power and fuel	9685914	9414234
Frieght Inward	530510	38336
Machinery Hire Charges, Wages & Labour Charges etc	57562555.00	100532076
Vat Expenses	12526635	10695294
Transportation Charges	1524981	0
Custom Fees	5280585	0
Others Site Expenses i.e Forest Royalty, Labour cess etc	3305640	5226402
<b>Payments to the auditor as</b>		
a. auditor	22500	22500
b. for taxation matters	7500	7500
Merger Expenditure	0	0
Advertisement	139885	81380
Business Promotion	314939	396344
Donation	15000	136101
Electricity Expenses	162114	72350
Entry Tax on Purchases	738086	939828
Commission on Purchase-	20056100	0
Fees & Subscription	273110	58944
Frieght & Cartage	9323	896192
Generator Running Expenses	101075	73220
Insurance	258415	22481
Legal & Professional Charges	9023144	4552500
Misc. Expenses	804710	298121
Newspaper and Periodicals	4527	12358
Postage & Courier Charges	26413	21336
Printing & stationery	200079	129629
Rebate & Discount	39186	46716
Rent	270000	270000
Repairs & Maintenance	1927813	892306
RTA Charges	29746	52154
Telephone & Internate Expenses	192027	158919
Travelling and Conveyance Charges	1454874	783037
Vehicle Running Expenditure	1081984	1560441
<b>Total</b>	<b>127569368</b>	<b>137390699</b>

**NOTES - 26****ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2014 AND THE STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE****SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS****A. SIGNIFICANT ACCOUNTING POLICIES****1. Basis of preparation of Financial Statements**

The financial statements are prepared under historical cost convention on an accrual basis and are in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies(Accounting Standards) Rules, 2006 (as amended and which continue to be applicable in respect of section133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the Companies Act, 1956. The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

**2. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialize.

**3. Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation and impairment losses. Cost comprises purchase price, duties, levies and any other cost relating to the acquisition and installation of the asset. Fixed assets under construction are treated as soon the assets become operational and

ready for use. Borrowing cost, if any, directly attributable to the acquisition and / or construction of fixed asset, until the date assets are ready for its intended use, are capitalized as a part of the cost of that asset subject to the provisions of impairment of the assets.

**4. Depreciation**

- Depreciation on fixed assets is provided on the Written down Value Method at the rates prescribed in Schedule XIV to The Companies Act, 1956.
- Depreciation on additions to fixed assets is provided on the basis of date of addition. No depreciation is provided on deletion to fixed assets in the year to sale.
- Depreciation is not recorded on capital work-in-progress until construction and installation are complete and asset is ready for its intended use.

**5. Revenue Recognition**

- Revenue from Constructional contracts is recognized on the percentage completion method based on billing schedules agreed with the client on a progressive completion basis. Material & resources supplied by client are included as cost of construction and as revenue at market price. Price escalation claims and additional claims including those under arbitration are recognized as revenue when they are reasonable ascertained.

- Revenues/Incomes and Cost /Expenditures are generally accounted on the accrual basis, as they are earned or incurred.

- Dividend income is accounted when the right to receive is established and known.

**6. Inventories**

The value of various categories of inventories is arrived at as follows:

- Raw material, consumables and stores and spares are valued at the lower of cost or net realizable value.
- Work in progress is valued by taking cost of material used and labour charges incurred upto the stage of constructions and other related cost wherever applicable subject to their estimated net realizable value.
- Finished goods is valued at the lower of cost or net realizable value.
- Company has followed FIFO basis of valuation of its stock sold.

## 7. Investments

a) The cost of an investment includes incidental expenses like brokerage, fees, and duties incurred prior to acquisition.

b) Long term investments are shown at cost. A provision for diminution is made to recognise a decline, if any, other than temporary in nature, in the value of long term investments.

c) Investment which are intended to be held for less than one year are classified as current investments and are carried at lower of cost and fair value determined on an individual investment basis.

Advance for share application money are classified under the head "Investment".

## 8. Taxation

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rate and the tax laws enacted or substantially enacted at the balance sheet date.

Deferred tax assets other than on carried forward losses and unabsorbed depreciation are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax asset on account of carried forward losses and unabsorbed depreciation are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

## 9. Foreign Currency Transaction

Foreign currency transaction is recorded at the rates of exchange prevailing on the date of the transactions. Exchange differences arising on foreign currency transactions are recognized as income or as expenses and accordingly debited or credited to profit and loss account.

## 10. Retirement and other Employees' Benefits

Contribution to the P.F. / E.S.I. are made at a pre determined rate and charged to profit and loss

account. Gratuity is accounted for on pay-as-you-go basis.

## 11. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are expensed in the period they occur.

## 12. Joint Ventures

i) Interest in Jointly Controlled Operations  
Assets that it controls and the liabilities that it incurs, expenses that it incurs and its share of income that it earns from the joint ventures is recognized in its Separate Financial Statements; and

ii) Interest in Jointly Controlled Entities  
Interest in such entity is accounted for as an investment in accordance with Accounting Standard (AS) – 13, Accounting for Investment.

## 13. Impairment of Assets

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment of the carrying amount of the company's assets. If any indication exists, then recoverable amount / fair market value of such asset is estimated. An impairment loss is recognized wherever the carrying amount of the assets exceeds its recoverable amount / fair market value. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying amount after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation as if there was no impairment.

## 14. Contingencies and Provisions

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

## 15. Related Party Transaction

In related party transactions all the material information as required by the Accounting Standards (AS) – 18 are given to disclose the effect on the financial position and operating results of the Company.

## 16. Earnings Per Share

Basic Earning Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares during the period. To calculate Diluted Earning Per Share, share application money pending allotment as at the balance sheet date, which is not kept separately and is being utilized in the business is treated as dilutive equity shares.

## 17. Research and Development

All expenses pertaining to research are charged to the profit and loss account in the year in which they are incurred. All expenses pertaining to development are recognized if, and only if, future economic benefits from the asset are probable otherwise these expenses are charged to the profit and loss account in the year in which they are incurred.

## B. NOTES ON ACCOUNTS

### 1. Presentation and disclosure of financial statements:

During the year ended 31 March 2014, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the companies, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

### 2. Directors' and Auditors' Remuneration:

Particulars	2013-14 (Rs.)	2012-13 (Rs.)
Director's Remuneration	600000	600000
Auditor's Remuneration	30000	30000

## 3. Foreign Exchange :

Particulars	2013-14 (Rs.)	2012-13 (Rs.)
Earnings	NIL	NIL
Outgo-Import of Material	2,02,29,000	NIL

## 4. Details of Key Managerial Personnel :

Key Managerial Personnel	Nature of Payment	Amount
Mr. Akash Gupta	Director Remuneration	600000/-
Mrs. Rama Gupta	Rent	180000/-

## 5. Enterprises (Domestic Companies) under influence of the Key Managerial Personnel and his relatives :

Name of Enterprises	Nature of Transaction	Balance as on 31.03.2014
Natural Infracity Private Limited	Share Application Money	15,00,000 Dr.
Vatsal Hotels Private Limited	Share Application Money	6,74,75,000 Dr.
Shree Bankey Behari RCC Products Private Limited	Share Application Money	1,57,20,000 Dr.
Global glass technologies Private Limited	Share Application Money	91,000 Dr.
Dimension consulting Private Limited	Share Application Money	2,71,00,000 Dr.

## Basic and Diluted Earning Per Share is Re 0.10 (Previous Year – Re. 0.18).

### Deferred Tax Liability /(Assets) :

As required by Accounting Standard on 'Accounting for Taxes on Income' (AS-22) issued by ICAI, the major component of Deferred Tax Liability /(Assets) are given below :

Items	Deferred Tax Liability /Assets as at 01.04.2013	Current Tax	Deferred Tax Liability/Assets as at 31.03.2014
Difference between book and tax depreciation	1064063	35,57,118	46,21,181
Unabsorbed Dep/Loss	NIL	NIL	NIL
Timing Difference- Merger Expenditure	(882119)	294040	(588079)
Total Timing Difference	181944	3851158	4033102
Deferred Tax Liabilities/Assets	56221	1190007	1246228

7. Figure of the previous year has been regrouped / rearranged / re casted wherever necessary to confirm the figures of the current year.

As per Our report of even date attached

**FOR VIDYA & CO.**  
Chartered Accountants

**(S.P. AGARWAL)**  
Partner  
M No. 088663  
Firm No. 308022E

**RAMA GUPTA**  
(Managing Director)

**ANIL KUMAR**  
(Director)

For and on behalf of the Board of  
**CCL International Limited**

**AKASH GUPTA**  
(CEO)

Place : Delhi  
Dated : 30.05.2014



**CCL INTERNATIONAL LIMITED**  
**Reg Office: 30, BHARTI ARTIST COLONY, MAIN VIKAS MARG**  
**CASH FLOW STATEMENT**  
**(PREPARED PURSUANT TO LISTING AGREEMENT)**

Particulars	For the year ended	For the year ended
	31.3.2014	31.3.2013
	(Rs.)	(Rs.)
<b>A. CASH FLOW FROM OPERATION</b>		
Net Profit after Tax and Extra ordinary Items :	9915255	17486196
Adjustment for –		
Depreciation and Amortisation	11343916	8204879
Provision for Tax	2812373	5285293
Excess Provision for Income Tax written off	0	0
Deferred Tax Income	1190007	205405
Capital Loss/(Gain) from Sale of Shares/Fixed Assets	0	(6513589)
Agriculture Income Received	(678408)	(95400)
Interest Paid	6562109	11393644
Interest Received	(1769876)	(4629624)
<b>Operating profit before working capital change:</b>	<b>29375376</b>	<b>31336805</b>
Adjustment for –		
Trade and other receivables	(84825238)	59911193
Inventories	9265501	(60941850)
Short Term Advances	19196366	35717049
Bank Over draft	57899523	(856086)
Expenses Payable	(433961)	(2083366)
Trade Payables	29498429	55125194
<b>Cash Generated from operation:</b>	<b>59975996</b>	<b>118208939</b>
Interest Paid	6562109	11393644
Dividend Paid	4798150	4798150
Tax and FBT Paid	5895105	2976950
<b>Cash flow before extra- ordinary items</b>	<b>42720633</b>	<b>99040195</b>
<b>Net cash from operating activity</b>	<b>42720633</b>	<b>99040195</b>
<b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investment in Shares & Other Investment	(6000000)	(36,878,512)
Share Application Money	32219000	(64,630,000)
Profit / Loss from Jointly Controlled Entity	0	0
Capital Advance for Property	10000000	0
Purchase of Fixed Assets	(96472582)	(21,835,530)
Purchase Value of Properties shown as Leased Assets	0	0
Transfer Value of Properties transferred from Leased Assets	0	0
Increase in Deposits	(1989268)	(9596715)
Increase in Loan & Advances	10912742	42004304
Agriculture Income Received	678408	95400
Interest Received	1769876	4629624
Sale of Fixed Assets	0	10875350
<b>Net cash from Investment Activities</b>	<b>(48881824)</b>	<b>(75336078)</b>
<b>C. CASH FROM FINANCIAL ACTIVITIES</b>		
Share Capital		
Reserve & Surplus	0	0
Secured Loan Taken / ( Repaid )	0	0
Secured Loan Repaid	(13804719)	(80765234.14)
Unsecured Loan Taken	(4900000)	(4900000.00)
Unsecured Loan Taken / (Repaid)	0	0
Preliminary Expenses Incurred During the Year		
<b>Net cash from financing activities</b>	<b>(8904719)</b>	<b>(75865234)</b>
<b>NET CHANGE IN CASH EQUIVALENT (A+B+C)</b>	<b>(2743527)</b>	<b>(52161117)</b>
<b>Cash &amp; Cash Equivalent:</b>		
Opening Balance	42442612	94603729
Closing Cash & Cash Equivalent	45186139	42442612
<b>Closing Balance</b>	<b>45186139</b>	<b>42442612</b>

## Auditors Certificate

To,  
The Board of Directors  
CCL International Limited

We have examined the above Cash Flow Statement of CCL International Limited, for the year ended on March 31, 2014. The Statement has been prepared by the company in accordance with the requirements of clause 32 of the Listing Agreement with Stock Exchange and is based on & is in agreement with the corresponding Profit & Loss Account and Balance Sheet of the company covered by our report dated May 30, 2014 to the members of the company

**For VIDYA & COMPANY**  
**Chartered Accountant**  
**Firm Reg.: 308022E**

**Date : 30.05.2014**  
**Place : Delhi**

**(S.P. AGARWAL)**  
**PARTNER**  
**M No. 088663**



**CCL INTERNATIONAL LIMITED**  
**CIN No.: L26940DL1991PLC044520**  
**Regd. Office:** 30, Bharti Artist Colony,  
Main Vikas Marg, New Delhi- 110092

Attendance Slip

**23rd ANNUAL GENERAL MEETING: TUESDAY, 30th SEPTEMBER, 2014 AT 1:00 P.M.**

DP ID Client ID/Folio No. No. of Shares	NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER
---	--

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 **Tuesday, September 30, 2014** at 1:00 P.M at Hotel Golden Palm, Plot No. 6C, Madawali, Fazalpur, Delhi-92

**SIGNATURE**

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

**CCL INTERNATIONAL LIMITED**  
**CIN No.: L26940DL1991PLC044520**  
**Regd. Office:** 30, Bharti Artist Colony,  
Main Vikas Marg, New Delhi- 110092

Proxy Form

**23rd ANNUAL GENERAL MEETING: TUESDAY, 30th SEPTEMBER, 2014 AT 1:00 P.M.**

<b>Name of the Member(s)</b> <b>Registered Address</b>		<b>DP ID</b> <b>Client ID/Folio No.</b> <b>No. of Shares</b>	
---	--	--	--

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;

as my/our proxy to attend and vote for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on : TUESDAY, 30th SEPTEMBER, 2014 AT 1:00 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	<b>Adoption of Financial Statements for the year ended 31st March, 2014.</b>		
2	<b>Re-appointment of Mr. Anil Kumar, who retires by rotation.</b>		
3	<b>Declaration of Dividend.</b>		
4	<b>Appointment of Statutory Auditors and to fix their remuneration.</b>		
5	<b>Appointment of Mr. Arvind Sharma as an Independent Director.</b>		
6	<b>Appointment of Mr. Hari Om Agarwal as an Independent Director.</b>		
7	<b>Appointment of Mr. Mool Chand Garg as an Independent Director.</b>		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

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

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

Affix Revenue  
Stamp of Rs 1/-

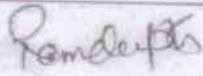



**NOTE:**

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at 30, Bharti Artist Colony, Main Vikas Marg, Delhi-92, 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.

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

Form A

(Pursuant to clause 31(a) of Listing Agreement)

No.	Particulars	Details
1.	Name of Company	CCL International Limited
2.	Annual Financial Statements for the Year ended	31 <sup>st</sup> March 2014
3.	Type of Audit Observation	Un-Qualified Audit Report
4.	Frequency of Observation	N/A
	To be signed by-	
	• Managing Director	Mrs. Rama Gupta 
	• Executive Director	Mr. Akash Gupta 
	• Audit committee Chairman	Mr. Arvind Sharma 
	• Auditor of the company	Refer our Audit Report dated 30.05.2014  For Vidya & Company Chartered Accountant Firm No. 308022E  (S.P. Agarwal) Partner (M.No. 088663)  Delhi, 30 <sup>th</sup> May, 2014