

On Roads To Future



CCL International Ltd.

C-42, Opp. Yes Bank, RDC, Raj Nagar, Ghaziabad, India-201002
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Cotton | Commodities | Ceramics | Concrete | Hospitality | Creteroads



CCL
International Ltd.
crossing to future

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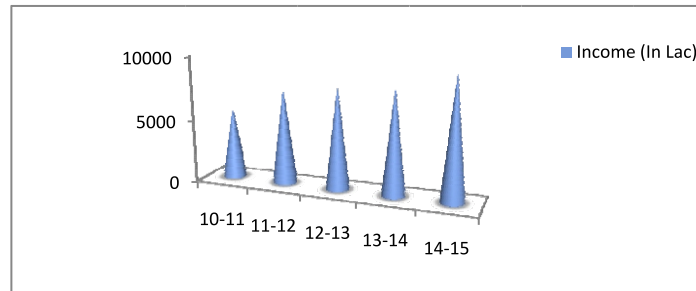
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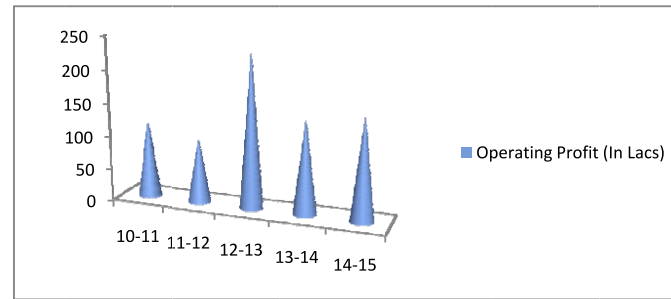
Annual General Meeting	:	Wednesday, 30th September, 2015
Time	:	12:30 p.m
Venue	:	Hotel "Golden Palm" at Plot No. 6C, Mandawali, Fazalpur, Delhi 92

KEY PERFORMANCE INDICATORS

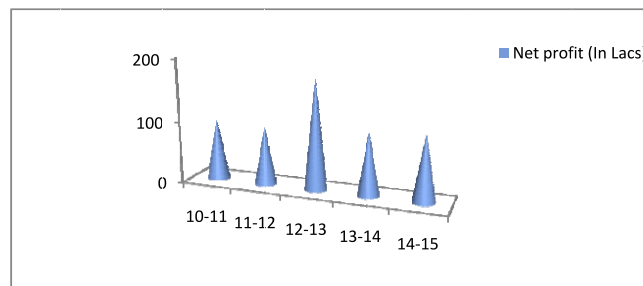
REVENUE GROWTH



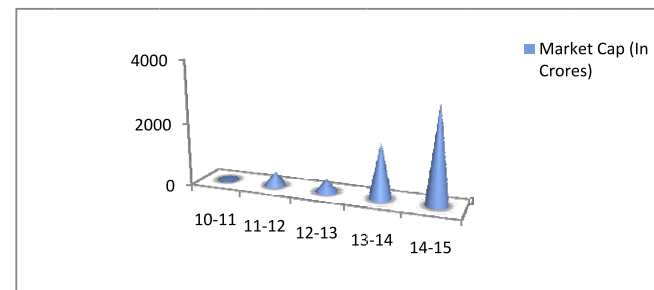
OPERATING PROFIT GROWTH



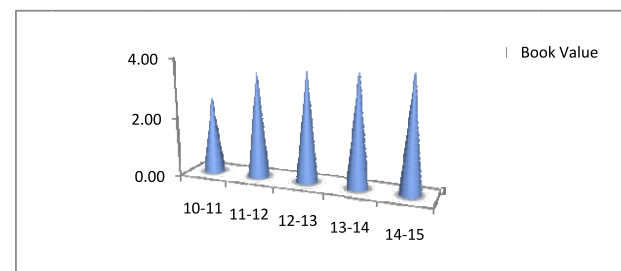
NET PROFIT



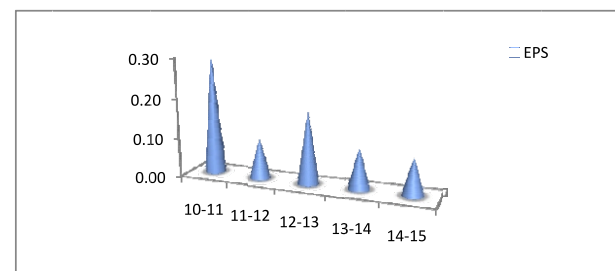
MARKET CAP



BOOK VALUE



EARNING PER SHARE



CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Rama Gupta (Managing Director)
Akash Gupta (Promoter, Executive Director)

Non Executive Director

Anil Kumar (Promoter, Non -Executive Director)

Independent Director

Arvind Sharma (Independent Director)
Mool Chand Garg (Independent Director)
Hari Om Agarwal (Independent Director)

Professional Director

Mukesh Kumar Sharma (Professional Director)

Chief Financial Officer

Shivam Agrawal

REFERENCE INFORMATION

Registered Office

M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, New Delh -110033.
Ph-No. 011-22457275

Corporate office

C-42, RDC, Raj Nagar, Ghaziabad -201002.
Ph-No. 0120-4214258

Factory Address

A-18 M.I.A., Alwar, Rajasthan
Ph-No. 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

KPMC & Associates
C-1, 1st Floor, RDC,
Raj Nagar, Ghaziabad -201002.
Ph-No. 0120 -2782187, 4119416

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Limited
Alankit House, 4E/2, Jhadewalan Extension,
New Delhi -110055.

SECRETARIAL AUDITOR

Richa Gulati
D-182, Sector -23, Sanjay Nagar, Ghaziabad -201002

LISTED AT

Bombay Stock Exchange
Delhi Stock Exchange

MESSAGE FROM MANAGING DIRECTOR



Dear Shareholders,

2014-15 was a good year for CCL International Limited. I am delighted with the success we have achieved, and I am sure you are too. CCL International Limited is proud of our work helping to expand infrastructure networks, which have earned us the position of preferred contractor to numerous public-private entities all across the country.

Amid the continuing challenge of the most difficult global macroeconomic environment in decades, we delivered strong operating performance that has generated significant operating cash flow. I believe these financial results and operational performance reflect a compelling story of CCL International Limited at work, which has set us on a path to strong, sustainable earnings growth.

We can now confidently say that CCL International Limited continues to operate from a position of balance and strength. We are growing construction business in not only India but also stretching global. We are performing today to deliver top-tier financial performance, while investing to ensure that our performance levels can be sustained in the long term. This year we stepped up our investments without compromising in brand building, R&D, emerging markets infrastructure and our people.

The ability to effectively identify, mitigate and manage the construction risk inherent in every project it undertakes, and the ability to deliver those projects in a manner that appropriately protects the safety of employees, stakeholders and the public, are key elements of success in the construction industry. Developing industry leading capabilities in these areas is a fundamental part of CCL's strategy. CCL International has established a detailed set of project criteria and risk management practices that are continuously reviewed, updated and improved. From the criteria set for selecting the projects it bids, to the evaluation of project risks and appropriate mitigation measures, to project pricing and the senior management approval processes a bid must go through, risk management is a strategic and operational priority for CCL International. An important element of CCL International's risk management strategy is the ongoing monitoring of projects under construction to ensure that the risk management plan established at the bid stage of the project remains sufficient and is being effectively implemented. To assist in this effort, CCL International has established a 'project controls' team, consisting of some of CCL International's most experienced and knowledgeable staff, whose mandate is to ensure that complex projects are provided with state-of-the-art management controls for contract administration, cost control, scheduling and other best practices. This team also reviews the status of key projects against a set of pre-determined criteria, and ensures that the project is meeting its financial and risk management objectives.

This year we started certain safety programs from our front line employees to the managing division onsite. It is the responsibility of everyone at CCL to ensure each worker, including direct employees and subcontractors, gets home safely to their families each day. Training is being provided for various activities now on-site to reduce accidents to zero levels, which include tripping hazards, pedestrian and vehicle traffic, construction awareness, ladder safety, dressing for the weather, secured shelving in storage areas, electrical safety, and personal protective equipment.

We are confident that CCL International will be India's premier construction and infrastructure Development Company. Our employees across India are hard at work making CCL International the best company for our clients, our partners, and you, our valued shareholders.

Thank you for your continued support.

RAMA GUPTA
(Managing Director)



NOTICE

Notice is hereby given that 24th Annual General Meeting of the Members of CCL International Limited, will be held as under to transact the following business: -

Day, Date : Wednesday, 30th day of September, 2015

Time : 12:30 P.M.

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2015, together with the reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Akash Gupta (DIN No.01940481), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend of Rs. 0.05 per equity share for the Financial Year ended 31st March 2015.
4. **Ratification of Auditor's Appointment**

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 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the company hereby ratifies & confirms the appointment of M/s. KPMC & Associates, Chartered Accountants, (**Firm Registration No. 005359C**), as Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2019, on a remuneration of Rs. 30,000 per annum (Rupees Thirty Thousand only) for the year 2015-16.”

SPECIAL BUSINESS:

5. **Ratification of the remuneration of Cost 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 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s. Neeraj Sharma & Co., Cost Auditors (Firm Registration No. 100466) appointed by the Board to conduct Audit of the cost records of the Company relating to the “Work Contract” for the Financial Year 2015-16, as set out in the Statement annexed to the notice convening this meeting, be and is hereby ratified.”

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

6. **Appointment of Mr. Akash Gupta as a Managing Director & Chief Executive Officer of the Company**

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 Sections 196, 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, ('the Act') the Company hereby approves the appointment of Mr. Akash Gupta (DIN 01940481) as Managing Director and designated as Chief Executive officer of the Company for a period of five years with effect from 30.09.2015 to 29.09.2020 on the terms and conditions as set out in the statement pursuant to section 102 of the Act attached to the notice.”

“**RESOLVED FURTHER THAT** upon recommendation by Nomination and Remuneration Committee, the Board of Directors may alter and vary the terms and conditions of the said appointment and/or the agreement in such manner as may be agreed to between the company and Mr. Akash Gupta (DIN 01940481)”.

“**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of Mr. Akash Gupta (DIN 01940481), the Company has no profits or its profits are inadequate, the Company will pay remuneration not exceeding the ceiling limit prescribed in Schedule V of the Companies Act, 2013 as amended from time to time as minimum remuneration and in case the Company pays in excess of the said limits as specified in the Schedule V during the stated period, then the payment of excess remuneration shall be subject to the approval of Central Government (Ministry of Corporate Affairs).”

“**RESOLVED FURTHER THAT** Mr. Akash Gupta (DIN 01940481) shall be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. **Consolidation of Equity Shares of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of sections 61 (1) (b) and 64 and all other applicable provisions, if any, of the Companies Act, 2013, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and also subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, (including SEBI and Stock Exchanges) and subject to such conditions as may be agreed to by the Board or Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any duly constituted and authorized committee

thereof), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to consolidate every 5 (Five) existing equity shares of nominal face value of Re. 2/- (Rupee Two Only) each fully paid up into 1(One) Equity Share nominal face value of Rs. 10/- (Rupees Ten Only) each fully paid-up and pursuant to the consolidation of the equity shares of the Company, the issued, subscribed and paid up equity shares of face value of Re. 2/- (Rupee Two) each shall stand consolidated into equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up.”

“**RESOLVED FURTHER THAT** upon consolidation of 5 (Five) Equity Shares of Rs. 2/- (Rupee Two Only) each into One (1) Equity Share of Rs. 10/- (Rupees Ten Only) each, the total number of Consolidated Equity Shares constituting such Fractions shall be transferred to a person or persons appointed by the Board as Trustee or Trustees for and on behalf of such fractional equity shareholders. The details of such fractional equity shareholders will be provided to the Trustee so as to enable Trustee to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expense.”

RESOLVED FURTHER THAT pursuant to Section 13 of the Companies Act, 2013, and pursuant to provisions of the Article of Association of the Company, the consent of the Company be and is hereby accorded to alter Clause V of the Memorandum of Association of the company and replaced it with the following clause:

V. “The Authorized Share Capital of the Company is Rs.33,00,00,000 /- (Rupees Thirty Three Crores only) divided into 3,30,00,000 Equity Share of Company of Rs 10/-(Rupees Ten) each”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee thereof) of the Company be and is hereby authorized to issue new share certificates where required representing the shares with new

distinctive numbers in the aforesaid proportion subject to the rules as laid down in the Companies (Share Capital And Debentures) Rules, 2014 with an option to either exchange the new share certificates in lieu of cancellation of the old share certificates or without the physically exchanging the share certificates, by treating the old share certificates as deemed to be cancelled and also to inform to the depositories to take the necessary corporate action with regard to dematerialized shares to give effect to the above and do all such acts, deeds, matters and things as may be necessary, required, desirable or expedient in connection with or incidental to the consolidation of the equity shares of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee thereof) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary expedient, usual or proper to give effect to this Resolution including but not limited to fixation of Record Date as per the requirement of the Listing Agreement, execution of all necessary documents with Stock Exchanges where company's equity shares are listed, National Securities Depository Limited and Central Depository Services(India)Limited and/or any other relevant statutory authority if any, appointment of Registrar, cancellation or rectification of the existing share certificates in lieu of the old certificates and to settle any question or difficulty that may arise in regard to the consolidation of the equity shares of the Company.”

8. **Appointment of Mr. Mukesh Kumar Sharma as a Professional Director**

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

“**RESOLVED THAT** Mr. Mukesh Kumar Sharma, (DIN 03468219) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 21, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a

Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Professional Director of the Company to hold office for three consecutive years for a term up to 29th September, 2018, upon such terms and conditions as may be determined by the board of directors.”

RESOLVED FURTHER THAT Mr. Mukesh Kumar Sharma, (DIN 03468219) shall be liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board of Director

Place : Delhi

Dated : 02.09.2015

(RAMA GUPTA)
Managing Director

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. The statement, pursuant to section 102 of the Companies Act, 2013 (“Act”) in respect of Special Business under item nos. 5 to 8 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, 6 & 8, 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 Tuesday, 22nd September, 2015 to Wednesday, 30th September 2015 (both days inclusive).
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 Thursday, 29th October, 2015 to those Members: (a) whose names appear as Beneficial Owners at the end of the business hours on, Monday, 21st September, 2015 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 Monday, 21st September, 2015.
- (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 205A of the 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.

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 all working day up to the date of ensuing Annual General Meeting to be held on Wednesday, 30th September, 2015.
8. 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.
9. 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.
10. 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.
11. Members who hold shares in Dematerialized Form are requested to bring their Client ID and DP ID number and those who hold the share in physical form are requested to bring their Folio Number for easy identification of attendance at the Meeting.
12. Shares of the Company are compulsorily traded in Demat mode. The Company has entered into an Agreement with National Securities Depository Ltd. (NSDL) and Central Securities Depository Ltd. (CSDL) for Dematerialization of shares.
13. As per SEBI direction for having Common Transfer Agency for physical as well as Demat mode, the Company has appointed M/s. Alankit Assignments Ltd, Alankit House, Alankit House, 4E/2, Jhadewalan Extension, New Delhi-110055 ; Phone No. 011-42541234; Fax No. 42541204; e-mail: info@alankit.com; as R&TA for both modes.
14. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
15. To support the 'Green Initiative' Members who

have not registered their e-mail addresses are requested to register the same with Depositories.

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. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.

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.
- 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 remote e-voting period commences on Sunday, September 27, 2015 (9.00 a.m. IST) and ends on Tuesday, September 29, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of Monday, September 21, 2015, 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 Tuesday, September 29, 2015 (5.00 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.

Place: Delhi
Date: 02.09.2015

By Order of the Board of Director

**(RAMA GUPTA)
Managing Director**



Statement pursuant to Section 102 of the Companies Act, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 8 of the accompanying Notice dated 2nd September 2015.

Item No. 5:

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company is required to carry out the Cost Audit relating to "Work Contract".

M/s. Neeraj Sharma & Co, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2015-16 by the Board of Directors, in its meeting held on 1st September 2015, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of 20,000/- P.A (Rupees Twenty Thousand only) exclusive of applicable service tax and out-of-pocket expenses subject to the ratification by shareholders.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as fixed by the Board of Directors shall be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

Item No. 6:

Mr. Akash Gupta (DIN 01940481) has been an Executive Director of the Company since 4th October, 2008. In terms of Section 196 & 197, 198 and other applicable provisions, if any, of the Act as amended or re-enacted from time to time, read with Schedule V of the Companies Act, 2013 and any other applicable provisions of the Act, Mr. Akash Gupta is

proposed to be appointed as a Managing Director and Chief Executive Officer (CEO) of the Company for a period of five years from 30.09.2015 to 29.09.2020 subject to the approval of shareholders.

A brief profile of Mr. Akash Gupta is given below:

Mr. Akash Gupta holds a Bachelor's Degree in Computer Applications. He joined the Company on 04.10.2008 and has over 5 years of experience in the construction industry and business operations.

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 5 years of experience, he is the key person behind the execution of the company's projects.

Under his leadership, the Company has emphasized on diversified business operations, which were majorly placed in the infrastructure sector.

The main terms and conditions of appointment of Mr. Akash Gupta (hereinafter referred to as "MD & CEO") are given below:

A. Tenure of Appointment:

The appointment of the MD & CEO is for a period of five years with effect from 30.09.2015.

B. Nature of Duties:

The MD & CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies, including performing duties as assigned to the

MD & CEO from time to time by serving on the Boards of such associated companies or any other executive body or any committee of such company.

C. Remuneration:

a. Basic Salary:

The Basic Salary payable to Mr. Akash Gupta would be Rs. 70,000 per month with effect from 1st April, 2015.

The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") or by the NRC on authority of the Board and will be performance-based and take into account the Company's performance as well.

b. Benefits, Perquisites and Allowances:

The others Benefits, Perquisites and allowance would be also revised with effect from 1st April, 2015. The Details of Benefits, Perquisites and Allowances are as follows:

- i. Currently, the company is paying only Rs. 10,000 monthly as conveyance allowance to Mr. Akash Gupta.

C. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary and conveyance Allowances not exceeding the ceiling limit prescribed in Schedule V of the Companies Act, 2013 as amended from time to time as minimum remuneration and in case the Company pays in excess of the said limits as specified in the Schedule V during the stated period, then the payment of excess remuneration shall be subject to the approval of Central Government (Ministry of Corporate Affairs).

D. Other terms of Appointment:

- (i) The MD & CEO shall not become interested or otherwise concerned, directly or indirectly, in

any selling agency of the Company.

- (ii) The terms and conditions of the appointment of the MD & CEO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD & CEO, subject to such approvals as may be required.

- (iii) The agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

- (iv) The employment of the MD & CEO may be terminated by the Company without notice or payment in lieu of notice:

- a. if the MD & CEO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or associated company to which he is required to render services; or

- b. in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the MD & CEO of any of the stipulations contained in the Agreement;

- (v) Upon the termination by whatever means of the MD & CEO employment:

- a. the MD & CEO shall immediately cease to hold offices held by him in any associated companies without claim for compensation for loss of office;

- (vi) If and when the Agreement expires or is terminated for any reason whatsoever, the MD & CEO will cease to be the MD & CEO.

The Board commends the Resolution at Item No. 6 for approval by the Members.

Mr. Akash Gupta is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Mr. Akash Gupta, 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:

The Authorized Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs.33,00,00,000/- (Rupees Thirty Three crore) divided into 16,50,00,000 (Sixteen Crore & Fifty Lac) equity shares of face value of Re. 2/- (Rupees Two) each. The Board of Directors of the Company subject to requisite approval and consent resolved to consolidate 5 (Five) Equity Shares of Company of the face value of Re. 2/- each into 1 (One) Equity share of the face value of Rs. 10/- each and consequently alter the Clause V of the Memorandum of Association and Articles of Association.

In order to maintain uniformity in the nominal value of the company's equity shares with the nominal value of equity shares of other Mid Size Infrastructure Companies such as KNR Constructions Limited, C & C Constructions Limited, Valecha Engineering Limited, Ramky Infrastructure Ltd, Simplex Projects Ltd, etc. The Board of directors of the company resolved to take steps for consolidation of the company's equity shares of Rs. 2/- (Rupees Two) each into shares of Rs.10/- (Rupees ten) each.

Further the Board of Directors has considered consolidating the share capital of the Company from Rs. 2 per share to Rs. 10 per share resulting in decrease in total number of issued shares and increasing the scope of trading.

The approval is sought to be given to the Board of Directors of the Company to fix record date and issue fresh Equity Share certificates of the denomination of Rs. 10/- each to the members in place of existing Equity Shares of Re.2/- each. In case of members having fractional shares not divisible by 10/- the same will be transferred to a trust which will be formed by the Board for this purpose. All the fractional shares will be transferred as on the record date. The trustee(s) will consolidate the fractional shares transferred to it and will sell the total shares. The proceeds from the total shares will be paid to the respective shareholders after deducting the expenses incurred in this regard, if any. The said resolution, if passed, will have the effect of allowing the Board to all such matters and deeds as are necessary to affect the said matter.

Considering the above, The Board of Directors of the Company recommends the Resolution for your approval. None of the Directors and any key

managerial person and their relatives is considered to be concerned or interested in the aforesaid Special resolution.

Item No. 8:

The Board appointed Mr. Mukesh Kumar Sharma, (DIN 03468219), as Additional Director with effect from March 21, 2015. The Board has also appointed him as a Professional Director effective the same date, for a period of three years, subject to the approval of the Members. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

A brief profile of Mr. Mukesh Kumar Sharma is given below:

Mr. Mukesh Kumar Sharma holds a Degree of BE (Civil). He has an in-depth knowledge of the construction industry as well as strong leadership and decision-making skills. Additionally, having experience dealing with finances and budget management to enable projects to be completed on time and on budget. He will be proved a reliable Construction Manager to plan construction projects and oversee their progress along the way in a timely and cost-effective manner. He will be responsible for budgeting, organization, implementation and scheduling of the projects.

Accordingly the Board recommends the passing of the Ordinary Resolution as set out in the Item no.8 of the Notice.

Mr. Mukesh Kumar Sharma is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice. Other than Mr. Mukesh Kumar Sharma, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.8 of the Notice.

Place: Delhi

By Order of the Board of Director

Date:02.09.2015

**(RAMA GUPTA)
Managing Director**

**Details of Directors seeking Re-appointment as Director & Appointment as Managing Director & Chief Executive Officer at the Annual General Meeting:
(In pursuance of Clause 49 of the Listing Agreement)**

Name of Director	Mr. Akash Gupta
Date of Birth/ Age	29.03.1989/26 Yrs.
Date of Appointment	04/10/2008
Qualifications	He has completed his B. Tech in Computer Science from a reputed institute of Greater Noida.
Expertise in specific functional Area	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.
Directorship held in other public Companies	M/s. Aishvarya Steels Limited M/s. AAR Securities Limited
Committee Positions held in CCL	Nil
Committee Positions in other Public Companies	Nil
Number of Shares held	5582750 (5.82%)

**Details of Directors seeking Appointment at the Annual General Meeting:
(In pursuance of Clause 49 of the Listing Agreement)**

Name of Director	Mr. Mukesh Kumar Sharma
Date of Birth/ Age	01/01/1966 / 49 Yrs
Date of Appointment	21/03/2015
Qualifications	BE (Civil)
Expertise in specific functional Area	He has an overall experience of 15 years exclusive experience in the construction, engineering and architectural industry. He has vast knowledge of management of multiple related projects directed toward strategic business and other organizational objectives. He is an expert in public relationship & communication with stakeholders at multiple levels, including those external to the organization and to manage cost, schedule, and performance of component projects. Additionally, having experience dealing with finances and budget management to enable projects to be completed on time and on budget.
Directorship held in other public Companies	NIL
Committee Positions held in CCL	NIL
Committee Positions in other Public Companies	NIL
Number of Shares held	NIL

DIRECTOR'S REPORT



DIRECTORS' REPORT

To,
The Members,
CCL INTERNATIONAL LIMITED

Your Directors have the pleasure in presenting the 24th Annual Report together with Audited Financial Statement of the Company for the Financial Year ended 31st March 2015

1. FINANCIAL RESULTS:

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

Particular	(Rs. In Lacs)	
	Current Year 31.03.2015	Previous Year 31.03.2014
Sales & Other Income	9492.45	8019.52
Profit Before Depreciation , Interest & Tax	390.99	310.70
Less:		
Interest	112.09	58.09
Depreciation & Amortization	127.89	113.43
Profit/(Loss)Before Tax	151.01	139.18
Provisions		
- Provision for Taxation	30.21	28.12
- Provision for Current year Deferred Tax Liability	18.11	11.90
Profit/(Loss) after Tax	102.69	99.15
Appropriations		
- Profit Brought Forward from Previous Year	403.76	360.37
- Excess Depreciation Charges adjusted in Reserve & Surplus& Prior period Adjustment	47.00	0.00
- Proposed Dividend	(47.98)	(47.98)
- Corporate Dividend Tax (CDT)	(7.78)	(7.78)
Profit/(Loss) Carried to Balance Sheet	497.69	403.76

2. COMPANY PERFORMANCE:

The year under review, there has been a tremendous increase in the profitability. The Profit after Tax is increased by 3.57% to Rs. 102.69 Lacs as compared to 99.15 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. 9492.45 Lacs showing an increase of 18.36% as compared to the previous year Rs. 8019.52 Lacs. Out of the disposable surplus of 403.76 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 2015.

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

3. BUSINESS OPERATIONS:

The year 2014-2015 has been a great year for the company in terms achieving the goals set out in the beginning of the year. The company was not only able to carry out its current ongoing projects in a very efficient manner but was also able to acquire new projects in a range of field. In the 2014-15 year, the company majorly focused on its infrastructure sector. The directors feel immense pleasure in stating that the company now has a good foot hold in the infrastructure development industry with its many projects going on in the state of Meghalaya, Assam and Mizoram, & Nagaland, etc. 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.

This year company has decided to be an EPC contractor using German Technology edge of Road Construction. The company has decided bid for numerous of projects like NHIDCL, NHAI & MORTH all over country.

Our other business being Trading of Steels, Non-Ferrous Metals, Fabrics, Cements have also proved to be profitable for the company. It is needed to be pointed out that during the relevant previous year revenue generation from the Trading sector was significantly higher if compared with revenue generation from Infrastructure sector, even when the revenue collected from the Infrastructure sector has increased from previous year.

The Directors have proved in the past that they believe in diversification in doing business, as the company is already involved in various business. Further, the company has stepped in power distribution sector for construction of 132,220KV substation in U.P. & Bihar. This shows company's growth in different sectors of Infrastructure, Power and Irrigation, etc.

The Directors and the management are tremendously proud of its employees for continuing to perform their duties in such a balanced nature, making it possible for the company to smoothly perform its operational activities. Other factors which contributed for smooth performance of companies operational activities can be noted to be better price realization, richer product mix and effective & efficient work efforts. During the relevant previous year 2014-2015, the Company's operating and financial performance has established a new milestone. 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.



DIVISIONS OF BUSINESS



CHIRAWA COMMODITIES

- Cotton Fabrics
- Whole Spices
- Iron & Steel



CORE CONCRETE PRODUCTS

- Hume Pipes
- Poles
- Cable Pipes



CRETEROADS CONSTRUCTION

- Concrete Roads
- Asphalt Roads
- Access Roads

1. CHIRAWA COMMODITIES

The company is consistently working in the field of trading of Iron & Steel, Cotton Fabrics, etc. We offer durable and high Strength angles of all sizes which is also available as per client specification. Our products range includes: Angle, Beams, Channel, TMT, HR Coil & Sheets, etc. Our range is available at industry leading to our clients.

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 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. CRETEROADS CONSTRUCTION

The Infrastructure Development Division of the company is called by the name **CRETEROAD CONSTRUCTION**. This division focuses on the construction/re-construction and designing/re-designing of new as well as existing roads. For the purposes of such constructions company uses highly distinguished German Technology called “**EVOCRETE**”.

“Evo Crete” is a unique formulation which provides for modification of soil making it appropriate for road construction. It is used for complete solidification of any soil type which has zero or negligible aggregates. Under this technology a mechanized recycler or as also called a soil stabilizer is used for integrating an additive to the soil. Even a Ready Mix Cement plant tested & tried on more than 5.0 Million Sq. Meters world over is being used as per road or pavement design leading to best in class ready to use traffic roads. In brief we can say that the German Technology provides for a soil stabilization technique which binds the soil with adequate quantity of cement and water ensuing in development 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

Harbor Premises and Wharfages

Cycle Paths, Forest Paths and Agricultural Roads

Replacement of Depth Foundation

Railway Tracks

Rural or Village roads

Landfill Sites

Slope Reinforcements, Grouting

River Embankment Stabilization

Biogas Plants

Tunnel and Sewage System Construction

Logistics Centre

Parking, Container Storage Points

General Foundations

Dam Enforcements

Access Routes for Oil, Gas, Steel and Wood Industries

The company began working with the German Technology in the year 2012-2013. Using this technology last two 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 is mainly engaged in the construction of public infrastructure development and due to this in the present time it has become a major contributor towards the Company's revenues. The public infrastructure development projects include construction of New Roads and Highways and repair work for those already in existence as well as repairs and maintenance of other public works such as toll bridges, high-rise buildings, dams, civil engineering structures, soil, highway pavements, tunnels, water containment structures, sewers, roofing, and housing in India and now abroad as well. 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.

We also want to share with our shareholders that the company has successfully bagged some new projects overseas during the course of this year. We consider this a new achievement of the company and hope to complete these projects with full efficiency and effectiveness.

ON GOING PROJECTS

Construction of Ampati Purakhasia Road 28.00 Km.

- Region : Meghalaya
- Sector : Road
- Value : 36.60 Cr.

Improvement including widening to double lane on songsak - Mendipathar Road (12th -26th) = 15.00 KM

- Region : Meghalaya
- Sector : Road
- Value : 15.00 Cr.

Strengthening & Improvement of riding quality on Songsak-Mendipather(40 Km) Up gradation Major District Road at Portion from 0.00 to 11th Km & 36th to 39.626 Km (New Technology)

- Region : Meghalaya
- Sector : Road
- Value : 20.28 Cr.

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 : Bridge
- Value : 6.65 Cr.

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

- Region : Meghalaya
- Sector : Bridge
- Value : 3.89 Cr.

Construction of Road from Betasing to Mellim (15.360 KM)

- Region : Meghalaya
- Sector : Road
- Value : 21.15 Cr.

Reconstruction of weak SPT Bridge No.8/3, 25/3 & 25/5 to permanent Double Lane RCC Bridge on Ampati Puraskshasia Road under Additional Central Resources (A.C.R).

- Region : Meghalaya
- Sector : Bridge
- Value : 4.31 Cr.

Improvement & Up gradation of E&D Bundh (old A.T Road) from Ch. 5717.00 m to Ch. 7717.00 m (Garal-Palasbari Uparhali Road) under A.P (General Area) for the year 2014-15 under Guwahati Road.

- Region : Assam
- Sector : Road
- Value : 2.42 Cr.

FUTURE PROJECTS

Improvement of Existing MDR Road from Tuipuari-Wkawnpuri (Total length 18.00 Km) in the state of Mizoram under ISC for 2013-14

- Region : Mizoram
- Sector : Road
- Value : 22.86 Cr.

4. **Material Changes in Business Operations:**
Firstly, the company shifted its registered office from 30, Bharti Artist Colony, Main Vikas Marg, New Delhi to M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, Delhi with effect from 09.02.2015.

Secondly, on 04.08.2015, the board had divested its entire stake of 50% Ownership Interest held in M/s. Shree Bankey Behari RCC Products Private Limited.

5. **Transfer to Reserve**
During the year under review, the company has not transferred any amount to General Reserve.

6. **Number of Meeting of Board of Directors**
Pursuant to Companies Act, 2013 and the Rules framed there under, 14 Board Meetings were held in the financial year 2014-15. The details of the meeting are at Corporate Governance Report forming part of this Annual Report.

7. **Audit Committee**
The Company had duly constituted Audit Committee. The composition of Audit committee is disclosed in the Corporate Governance Report. The recommendations made by the Audit Committee are accepted by the Board.

8. **Fixed Deposits:**
The Company has not accepted any deposits from public. There are no unclaimed or unpaid deposits as on 31st March, 2015.

9. **Particulars of Loans, Guarantees or Investments under Section 186**

The Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements forming part of this Annual Report.

10. **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.

11. **Dividend:**

Your Directors are pleased to recommend a Dividend of Rs. 0.05 per equity share (2.5%) for the FY'15 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 Thursday, 29th October, 2015 to those Members:

(a) Whose names appear as Beneficial Owners at the end of the business hours on, Monday, 21st September, 2015 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 Monday, 21st September, 2015.

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.

12. **The details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.**

A Conservation of Energy:		
(i)	The steps taken or impact on conservation of energy	Nil
(ii)	The steps taken by the company for utilizing alternate sources of energy	Nil
(iii)	The capital investment on energy conservation equipments	Nil
B Technology Absorption:		
(i)	The efforts made towards technology absorption	N/A
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	N/A
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N/A
	a. The details of technology imported	
	b. The year of import	
	c. Whether the technology been fully absorbed	
	d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	The expenditure incurred on Research and Development	N/A
C. Foreign Exchange Earnings and Outgo:		(Rs. In cr.)
		2014-15
		2013-14
	a) Foreign Exchange earnings	0.00
	b) Foreign Exchange outgo	2.21

13. **Details of Subsidiary/Joint Ventures/Associates**

The company has not any subsidiary companies or joint venture. The details of associates companies are depicted as under:

S No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Sybly Industries Limited	L17111UP1988PLC009594	Associate	21.49%	2(6)
2	Shree Bankey Behari RCC Products Pvt. Limited	U26922DL2008PTC179842	Associate	50%	2(6)
3	Dimension Consulting Private Limited	U74120MH2012PTC227208	Associate	30%	2(6)

Also, there was no company which have become or ceased to be the subsidiaries/joint ventures/associates company (ies) during the year.

14. **Corporate Social Responsibility (CSR)**

The CSR provisions were not applicable on the company during the year under review.

15. **Directors & Key Managerial Personnel**

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.

Mr. Mukesh Kumar Sharma, (DIN 03468219) who has been appointed by the Board of Directors as an Additional Director of the Company with effect from March 21, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013.

Mr. Shivam Agrawal has been appointed as the Chief Financial Officer of the company by the board of directors in its meeting on August 14, 2015 as per the provisions of Companies Act, 2013.

Mr. Devendra Kumar Tyagi, (DIN 07070279) has resigned from the directorship of the Company w.e.f September 1, 2015.

16. **Declaration by an Independent Director(s)**

All the Independent Directors have given declaration regarding their compliance of conditions of sub-section 6 of section 149 of the Companies Act, 2013 in the first board meeting of the FY 2014-15 as per the provisions of sub-section 7 of section 149 of the said Act. No independent director has been reappointed by the Company.

17. **Prevention of Insider Trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or

sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

18. **Significant and material orders**

There are no significant and material order passed by the regulator or court or tribunal impacting the going concern status and operations of the company

19. **Vigil Mechanism Policy**

Details of Vigil Mechanism Policy is mentioned in Corporate Governance Report.

20. **Risk Management**

Details of development and implementation of Risk Management policy is mentioned in Corporate Governance Report.

21. **Remuneration Policy**

The Nomination and Remuneration ('NR') Committee of the Company has formulated a policy for Director's, KMP and other employees. They have also developed the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

The detail has been mentioned in Corporate Governance Report forming Part of the Annual Report.

22. **Annual Evaluation- Board and its Committees**

The Nomination and Remuneration ('NR') Committee has laid proper criteria and procedure to evaluate and scrutinize performance of the Chairperson, each Director (Including Executive, Non-Executive and Independent Director), of the Board as a whole and its Committee. The details has been mentioned in Corporate Governance Report forming Part of the Annual Report.

23. **Policy against Sexual and Workplace harassment**

The Company believes in providing opportunity and key positions to women professionals. It has been the Endeavour of the Group to encourage women professionals by creating proper policies to tackle issues relating to safe and proper working conditions for them and create and maintain a healthy and conducive work environment free of discrimination.

During the year under review there were no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal)Act, 2013.

24. **Related Party Transactions:**

None of the transactions with related parties falls under the scope of Section 188(1) of the Act.

25. **Managerial Remuneration and Particulars of Employees**

Details of Managerial remuneration required pursuant to Section 197 and Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure-A**.

As per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 there is no employee in the Company who is Employed for full year and in receipt of remuneration more than ` 60,00,000/- per year or part of the year and receiving remuneration proportionately.

26. **Extract of the Annual Return**

As provided under Section 92(3) of the Act, The extract of the Annual Return is given in "**Annexure B**" in prescribed form **MGT-9**, which forms part of this report.

27. **Auditors and Auditors' Report**

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. KPMC & Associates, Chartered Accountants, (Firm Registration No. 005359C), who were appointed as statutory auditors of the Company from the conclusion of the 23rd Annual General Meeting (AGM) of the Company held on September 30,

2014 till the conclusion of the 28th AGM to be held in the year 2019, subject to ratification of their appointment at every AGM.

The notes to accounts appearing in the schedule and referred to in the Auditors' Report are self explanatory.

28. **Secretarial Audit Report**

The Board had appointed M/s. Richa Gulati, Practicing Company Secretaries, Ghaziabad as Secretarial Auditor pursuant to the provisions of Section 204 of the Companies Act, 2013. The Report of the Secretarial Auditor is annexed to the Report as per **Annexure 'C'**.

29. **Listing with Stock Exchanges:**

The Company is listed at Bombay Stock Exchange Ltd and Delhi Stock Exchange Ltd and confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE Ltd. where the Company's shares are listed.

30. **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.

The Company is committed to maintain the highest standards in Corporate Governance so as to ensure highest level of transparency to meet the stakeholders 's expectations. The Corporate Governance Report for the year ended March 31, 2015 forms part of this report as **Annexure- E**.

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, annexed to this report and forms part of this Report.

31. **Directors' Responsibility Statement:**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting

policies and applied them consistently and made judgments and estimates that are 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 and loss of the company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

32. 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 : 02.09.2015

(RAMA GUPTA)
Managing Director



ANNEXURE-A

Pursuant to Section 197 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Requirement	Disclosure																				
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2014-15;	Only Mr. Akash Gupta (Executive Director of the company) is drawing salary of 50,000/- pm, No other director was remunerating. Hence, Ratio of Remuneration of Director v/s Median Employee Remuneration is 6.2:1.																				
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	a. Directors – Nil b. MD - Nil c. CEO - Nil d. Company Secretary - 15% e. Manager – NA																				
3.	The percentage increase in the median remuneration of employees in the financial year;	The median remuneration of the employees in the financial year was increased by 14.29%																				
4.	The number of permanent employees on the rolls of company;	There were 87 employees in the Company as on March 31, 2015																				
5.	The explanation on the relationship between average increase in remuneration and company performance;	The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects company performance, the performance pay is linked to organization performance.																				
6.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	For the FY 2014-15, KMPs were paid approximately 5.80% of the profit before tax.																				
	Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies,	<table border="1"> <thead> <tr> <th>Particular</th> <th>As on 31.03.2015</th> <th>As on 31.03.2014</th> <th>Variation</th> </tr> </thead> <tbody> <tr> <td>Closing rate of share at BSE (Rs.)</td> <td>315.00</td> <td>177.95</td> <td>77.00%</td> </tr> <tr> <td>EPS (Rs.)</td> <td>0.11</td> <td>0.10</td> <td>10.00%</td> </tr> <tr> <td>Market Capitalization(in lakhs)</td> <td>105.55</td> <td>95.96</td> <td>77.01%</td> </tr> <tr> <td>Price earnings ratio</td> <td>2863.00</td> <td>1779.50</td> <td>60.89%</td> </tr> </tbody> </table>	Particular	As on 31.03.2015	As on 31.03.2014	Variation	Closing rate of share at BSE (Rs.)	315.00	177.95	77.00%	EPS (Rs.)	0.11	0.10	10.00%	Market Capitalization(in lakhs)	105.55	95.96	77.01%	Price earnings ratio	2863.00	1779.50	60.89%
Particular		As on 31.03.2015	As on 31.03.2014	Variation																		
Closing rate of share at BSE (Rs.)		315.00	177.95	77.00%																		
EPS (Rs.)		0.11	0.10	10.00%																		
Market Capitalization(in lakhs)		105.55	95.96	77.01%																		
Price earnings ratio	2863.00	1779.50	60.89%																			

7.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average increment for Managerial Personnel : 2.14% Average Increment for non Managerial Personnel: 10.01% No exceptional increase given for any managerial personnel
8.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;	Only Mr. Akash Gupta (Executive Director of the company) is drawing salary of 50,000/- pm, No other director was remunerating.
9.	The key parameters for any variable component of remuneration availed by the directors;	NA
10.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and	NA
11.	The remuneration is as per the remuneration policy of the company.	



ANNEXURE – B		
Form No. MGT - 9		
Extract of Annual Return		
As on Financial year ended on 31.03.2015		
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.		
I	REGISTRATION & OTHER DETAILS	
I	CIN	L26940DL1991PLC044520
ii	Registration Date	04/06/1991
iii	Name of the Company	CCL International Limited
iv	Category/Sub -category of the Company	Company Limited by Shares Indian Non -Government Company
v	Address of the Registered office & contact details	M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, New Delhi - 110033
vi	Whether listed company	Listed
vii	Name Address contact details of the Registrar & Transfer Agent, If any.	Alankit Assignments Limited Alankit House, 4E/2, Jhandelwalan Extension, New Delhi-110055. Ph No. +91 -11-4254 1234/ 2354 1234; Fax : +91 -11-2355 2001 Email :info@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business contributing 10% or more of the total turnover of the company shall be stated: -

S NO.	Name & Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Infrastructure Division		
(a)	Civil Engineering Works / Work contract operations	9953211	25.42%
(b)	Land/ Plots/Residential Units Commercial Complex	99531110	0.58%
2.	Trading Division		
	Ferrous & Non Ferrous items	99651254	74.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Sybly Industries Limited	L17111UP1988PLC009594	Associate	21.49%	2(6)
2	Shree Bankey Behari RCC Products Pvt.Limited	U26922DL2008PTC179842	Associate	50%	2(6)
3	Dimension Consulting Private Limited	U74120MH2012PTC227208	Associate	30%	2(6)

IV SHAREHOLDING PATTERN

(i) (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters & Promoter Group									
(1) Indian									
a) Individual/HUF	18409423	-	18409423	19.18	18236657	-	18236657	19.00	-0.18
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	9803634	-	9803634	10.22	24390799	-	24390799	25.42	15.20
d) Bank/Financial Institutions	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	28213057	-	28213057	29.40	42627456	-	42627456	44.42	15.02
(2) Foreign									
a) NRI-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of	28213057	-	28213057	29.40	42627456	-	42627456	44.42	15.02

Promoter (A) =(A)(1)+(A)(2)										
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-	-
C) Central Govt.	-	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies.	-	-	-	-	-	-	-	-	-	-
g) FIIS						144624	-	144624	0.15	0.15
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	144624	-	144624	0.15	0.15
(2) Non Institutions										
a) Bodies Corporate	34109550	2000000	36109550	37.63	27659525	967500	28627025	29.83	-7.8	
b) Individuals										
i) Individual shareholders holding nominal share capital up to Rs.1 Lakhs	11891699	77000	11968699	12.47	7212377	197000	7409377	7.72	-4.75	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lakhs	19459181	187500	19646681	20.47	17119420	-	17119420	17.84	-2.63	
c) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	-

d) Any other (Non-Resident Indian/Foreign Individuals)	13	-	13	0.00	2	-	2	0.00	0.00
e) Trust	25000	-	25000	0.03	8000	-	8000	0.01	-0.02
g) Foreign Portfolio Investor (Corporate)	-	-	-	-	27096	-	27096	0.03	0.03
SUB TOTAL	65485443	2264500	67749943	70.60	52026420	1164500	53190920	55.43	-15.17
(B)(2):									
Total Public Shareholding (B)= (B)(1)+(B)(2)	65485443	2264500	67749943	70.60	52171044	1164500	53335544	55.58	-15.02
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	93698500	2264500	95963000	100.00	94798500	1164500	95963000	100.00	0.00

II. SHARE HOLDING OF PROMOTERS & PROMOTER GROUP

Sl. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Akash Gupta	5582750	5.82	1000000	5582750	5.82	1000000	-
2	Anil Kumar	5035000	5.25	-	4957100	5.17	-	-0.08
3	Anil Kumar(HUF)	2000000	2.08	-	2000000	2.08	-	-
4	M/s. Fort Fertichem Sales Pvt. Ltd. (#)	-	-	-	3969400	4.14	-	4.14
5	Jyoti Gupta	161250	0.17	-	161250	0.17	-	-
6	Priya Gupta	171250	0.18	-	171250	0.18	-	-
7	Rama Gupta	5286673	5.51	-	5191807	5.41	-	-0.10
8	Sunita Gupta	11250	0.01	-	11250	0.01	-	-
9	Varun Gupta	161250	0.16	-	161250	0.17	-	-
10	Tanvi Fincap (P) Ltd.	8288634	8.64	-	20421399	21.28	-	12.64
11	M/s. Karnam Trade Ventures Pvt. Ltd.	1515000	1.58	-	-	-	-	-1.58
	Total	28213057	29.40	1000000	42627456	44.42	1000000	15.02

(#) By virtue of Amalgamation of Tanvi Fincap Private Limited and its group companies, M/s. Fort Fertichem Sales Private limited has become a subsidiary of M/s. Tanvi Fincap Private Limited. In pursuant to this, M/s. Fort Fertichem Sales Private Limited falls under the Promoter Group of CCL.

(iii) CHANGE IN PROMOTERS' & PG SHAREHOLDING

S No	Promoters	Share holding at the beginning of the Year		Cumulative Share holding during the year		
		No. of Shares	% of total shares of the company	No of Shares	% of total shares of the company	
1.	TANVI FINCAP PRIVATE LIMITED					
	At the beginning of the year	8288634	8.64	8288634	8.64	
	06.11.2014	By Virtue of Amalgamation	12132765	12.64	20421399	21.28
	At the end of the year			20421399	21.28	
2.	RAMA GUPTA					
	At the beginning of the year	5286673	5.51	5286673	5.51	
	12.11.2014	Sale	10000	0.010	5276673	5.49
	18.11.2014	Sale	8300	0.009	5268373	5.49
	24.11.2014	Sale	5000	0.005	5263373	5.48
	25.11.2014	Sale	5000	0.005	5258373	5.48
	05.12.2014	Sale	5000	0.005	5253373	5.47
	11.12.2014	Sale	1000	0.001	5252373	5.47
	15.12.2014	Sale	5000	0.005	5247373	5.46
	31.12.2014	Sale	15000	0.016	5232373	5.45
	12.01.2015	Sale	10000	0.010	5222373	5.44
	27.02.2015	Sale	5000	0.005	5217373	5.43
	28.02.2015	Sale	3500	0.004	5213873	5.43
	03.03.2015	Sale	4251	0.004	5209622	5.43
	04.03.2015	Sale	2700	0.003	5206922	5.42
	05.03.2015	Sale	1115	0.001	5205807	5.42
	17.03.2015	Sale	6000	0.006	5199807	5.42
	19.03.2015	Sale	8000	0.008	5191807	5.41
	At the end of the year			5191807	5.41	

3. ANIL KUMAR					
At the beginning of the year		5035000	5.25	5035000	5.25
07.01.2015	Sale	10000	0.010	5025000	5.23
08.01.2015	Sale	10000	0.010	5015000	5.22
14.01.2015	Sale	6500	0.007	5008500	5.22
02.02.2015	Sale	7000	0.007	5001500	5.21
03.02.2015	Sale	7500	0.008	4994000	5.20
04.02.2015	Sale	5000	0.005	4989000	5.20
06.02.2015	Sale	7500	0.008	4981500	5.19
19.02.2015	Sale	5500	0.006	4976000	5.18
20.02.2015	Sale	4850	0.005	4971150	5.18
23.02.2015	Sale	7050	0.007	4964100	5.17
25.02.2015	Sale	7000	0.007	4957100	5.17
At the end of the year				4957100	5.17

IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	FORT FERTICHEM SALES PRIVATE LIMITED	3969400	4.14	0	0.00
2.	DOYEN COMMERCIAL PRIVATE LIMITED	2600494	2.71	2600494	2.71
3.	NARAYAN BUILDERS PRIVATE LIMITED	1765000	1.84	0	0.00
4.	MOHIT JAIN	1669967	1.74	1669967	1.74
5.	WESTERN SUPER HOTICULTURE MARKETS LIMITED	1555000	1.62	0	0.00
6.	SHREE JI IMPEX PRIVATE LIMITED	1514770	1.58	0	0.00
7.	WESTERN FINCAP LIMITED	1511068	1.57	0	0.00
8.	ULTRA TECH PRODUCTS PRIVATE LIMITED	1460269	1.52	0	0.00
9.	WESTERN OVERSEAS PRIVATE LIMITED	1313160	1.37	0	0.00
10.	TEJAWANI INFRASTRUCTURE PRIVATE LIMITED	1193531	1.24	1193531	1.24

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No	For Each of the Directors & KMP	Shareholding at the Beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
Directors					
1.	Akash Gupta	5582750	5.82	5582750	5.82
2.	Rama Gupta	5286673	5.51	5191807	5.41
3.	Anil Kumar	5035000	5.25	4957100	5.17
4.	Krishan Kumar Sharma	Nil	Nil	Nil	Nil
5.	Arvind Sharma	Nil	Nil	Nil	Nil
6.	Mool Chand Garg	Nil	Nil	Nil	Nil
7.	Hari Om Agarwal	Nil	Nil	Nil	Nil
8.	Mukesh Kumar Sharma	Nil	Nil	Nil	Nil
9.	Devendra Kumar Tyagi	Nil	Nil	Nil	Nil
Key Managerial Personnel					
10.	Shivi Sharma	Nil	Nil	Nil	Nil

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	130019477.23	-	-	130019477.23
ii) Interest due but not paid	0.00	-	-	0.00
iii) Interest accrued but not due	0.00	-	-	0.00
	130019477.23	-	-	130019477.23
Change in Indebtedness during the financial year				
Additions	32490726.00	-	-	32490726.00
Reduction/Re-payment	(75113902.34)	-	-	(75113902.34)
Net Change	(42623176.34)	-	-	(42623176.34)
Indebtedness at the end of the financial year				
i) Principal Amount	87396300.89	-	-	87396300.89
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	87396300.89	-	-	87396300.89

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND/ EXECUTIVE DIRECTOR OR MANAGER:

S. No.	Particulars of Remuneration	Name of the MD/WTD/Manager/Executive Director	Total Amount
1	Gross salary	Akash Gupta [Executive Director]	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax, 1961	Rs. 40,000/- pm	Rs.4,80,000 PA
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit others (specify)	-	-
5	Others, please specify (Conveyance Allowance)	Rs. 10,000/- pm	Rs. 1,20,000 PA
	Total (A)	Rs. 50,000/- pm	Rs. 6,00,000 PA
	Ceiling as per the Act	7,85,048 PA	

VIII. REMUNERATION TO OTHER DIRECTORS:

S.No	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	Arvind Sharma	Mool Chand Garg	Hari Om Agarwal	
	(a) Fee for attending board/ committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)				
2	Other Non Executive Directors	Anil Kumar			
	(a) Fee for attending board/committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others please specify.	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				NIL
	Overall Ceiling as per the Act.	One Lac per board/committee meeting			

IX. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Particulars of Remuneration	Key Managerial Personnel				Total
	CEO	CS	CFO	Total	
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	-	23,000/- Pm	-	23,000	2,76,000/- P.A
b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
Stock Option	-	-	-	-	-
Sweat Equity	-	-	-	-	-
Commission as % of profit others, specify	-	-	-	-	-
Others, please specify	-	-	-	-	-
Total	-	23,000/- pm	-	-	2,76,000 P.A

X. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE-C
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
M/s. CCL International Ltd.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to Good Corporate Governance practice by **CCL International Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanations given to us, we hereby report that in our opinion, the Company has, during the financial year ended **31st March, 2015**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2015** according to the provisions of:

- (i) The Companies Act, 1956 and the Companies Act, 2013 (the Act) and the rules made there under as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of foreign Direct Investment, Overseas Direct Investment, External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
- (vi) We have also examined compliance with the applicable clauses of the following:
 - a. Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings are yet to be specified under the Act by the Institute.
 - b. The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE) & Delhi Stock Exchange (DSE)

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Richa Gulati
Company Secretary**

**Sd/-
Richa Gulati
(Prop.)**

**Place: Ghaziabad
Date: 31 August, 2015**

**ACS No.: 30727
C.P No.: 11283**

This report is to be read with our letter of even date which is annexed as 'Annexure D and forms an integral part of this report

Annexure-D

To
The Members
M/s. CCL International Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The Verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Richa Gulati
Company Secretary**

**Sd/-
Richa Gulati
(Prop.)**

**Place: Ghaziabad
Date: 31 August, 2015**

**ACS No.: 30727
C.P No.: 11283**

MANAGEMENT DISCUSSION & ANALYSIS REPORT



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 2014-2015, the company has achieved the goals set out in the beginning of the year. The company was not only able to carry out its current ongoing projects in a very efficient manner but was also able to acquire new projects in a range of field. In the preceding year the company majorly focused on its infrastructure sector. The directors feel immense pleasure in stating that the company now has a good foot hold in the infrastructure development industry with its many projects going on in the state of Meghalaya, Assam. 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.

Our other business being Trading of Steels, Non-Ferrous Metals, Fabrics, Cements have also proved to be profitable for the company. It is needed to be pointed out that during the relevant previous year revenue generation from the Trading sector was significantly higher if compared with revenue generation from Infrastructure sector, even when the revenue collected from the Infrastructure sector has increased from preceding year.

REVIEW OF FINANCIAL 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. The performance of the Company in the current financial year is satisfactory considering the challenges faced by the construction industry. A comparative study of the financial performance of the Company as compared to the previous financial year is given hereunder:

Particulars	2014-15	2013-14
Income from operations	9434.28	7960.52
Other Income	58.71	59.00
EBIDTA	390.99	310.71
Net Profit	102.68	99.15
Earning Per Share	0.11	0.10

Share Capital : The Company's paid-up share capital stood at Rs. 19, 19, 26,000 as on March 31, 2015.

Reserves and Surplus : The Company's reserves increased from Rs.1674.81 Lacs in 2013-14 to Rs. 1768.73 Lacs in 2014-15.

Income from Operations : The Company's financials reflect sustainable growth across market cycles, with a top line growth from Rs. 7960.53 Lacs in 2013-14 to Rs. 9434.28 Lac in 2014-15.

EBIDTA : The Company's EBIDTA increased from Rs. 310.71 Lacs in 2013-14 to Rs. 390.99 Lacs in 2014-15.

Net Profit : The Company's net profit stood at Rs. 102.68 Lacs in 2014-15.

Gross Block : The Company's gross block increased from Rs. 2097.40 Lacs in 2013-14 to Rs. 2391.85 Lacs in 2014-15 on account of growing project volumes.

RESOURCES AND LIQUIDITY

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

OPPORTUNITIES AND THREATS

Opportunities:

India's Planning Commission has projected an investment of US\$ 1 trillion for the Infrastructure Sector during the 12th Five-Year Plan (2012–17), with 40 per cent of the funds coming from the Country's private sector. India's focus on infrastructure since the turn of the millennium has helped make it the second fastest growing economy in the world.

The Country's constant growth gives investors, domestic and foreign, a tremendous opportunity for investment in its infrastructure sector. Government initiative for development of infrastructure projects to boost Indian economy offers further prospects of increase in Company's order book.

With an emphasis on infrastructure and updates in technology the company is striving to enlarge its operations in construction business and attracting large value construction projects.

Threats:

- Cautious approach of Banks and low exposure in Infrastructure Sector;
- Rising input costs for cement, steel and other construction materials;
- Longer working capital cycle;
- Shortage of skilled manpower;
- Stagnant and low construction margins.

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. We deliver on the strength of our people and in a dynamic business environment. Company policy entrails looking for qualified, talented and enthusiastic individuals and building up of a rich human resource base. Our HR team focuses on employee training, inculcation of values and enhancing functional expertise. The key HR objective is to ensure that our employees are aware of the role they are expected to play in the organization to be able to drive organizational momentum.

We have manpower comprises professionals from diverse backgrounds like engineering, finance, taxation, secretarial, legal, management, business, supervisors, operators and sub-staff, skilled and semi-skilled workers. The top management conducted several discussions with their employees to discuss multiple issues towards discussing leadership qualities, values, responsibilities, freedom to work and take decisions. Going ahead, the Company will continue to invest in its people to strengthen its delivery model.

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 recognizes the need to control and limit risk, which it faces in day to day course of the business. The Company is exposed to certain financial risks, principally foreign exchange risk, interest rate risk, liquidity risk and credit risk, risks associated with the economy, regulations, competition among others. These risks are managed through risk management policies that are designed to minimize the potential adverse effects of these risks on financial performance of the Company.

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 : 02.09.2015

(RAMA GUPTA)
Managing Director



Corporate Governance is the system by which companies are directed and controlled. It is about promoting corporate fairness, transparency and accountability. We believe that Good Corporate Governance is a continuous exercise and it ensures:

- Transparency in Business Transactions;
- Adequate disclosures and effective decision making to achieve corporate objectives;
- Statutory and Legal Compliances;
- Protection of Shareholders' Interest and
- Commitment to values and Ethical Conduct of Business.

Your Company is committed to Good Corporate Governance, based on an effective independent Board, separation of supervisory role from the executive management and the constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and consumer satisfaction.

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 is engaged in construction activity and rendering good quality construction services to strive for continues improvement in all other areas to create value that can sustain over a long term for all its shareholders, employees, customers, government and others.

CORPORATE GOVERNANCE

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.

2. The Board

A) 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 2014-15, the Board met 14 Times. The maximum time gap between any two consecutive meetings was not more than 120 days. 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 2014-15 are as follows:

Board Meeting

S. No.	Date Of Meeting	Total Members	Attended By
1.	05.04.2014	7	4
2.	01.05.2014	7	7
3.	30.05.2014	7	7
4.	23.06.2014	7	5
5.	11.07.2014	7	5
6.	14.08.2014	7	7
7.	06.09.2014	7	7
8.	11.10.2014	6	4
9.	14.11.2014	6	6
10.	16.01.2015	6	5
11.	27.01.2015	6	3
12.	09.02.2015	7	4
13.	14.02.2015	7	6
14.	21.03.2015	7	3

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.

B) Company's Board

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

Name & Designation	Financial Year 2014-15		No. of Directorships in others companies as on 31.03.2015			No. of Committee positions held in other public companies as on 31.03.2015		Relationship Inter se
	Attendance at	Last AGM	Listed	Others		Chairman	Member	
	Board Meeting			Public	Private			
Executive Directors								
Rama Gupta (Promoter, Managing Director)	14	Yes	Nil	2	1	Nil	Nil	Related as Mother of Akash Gupta
Akash Gupta (Promoter, Executive Director)	14	Yes	Nil	2	6	Nil	Nil	Related as son of Smt. Rama Gupta & Anil Kumar
Non Executive Director								
Anil Kumar (Promoter, Non Executive Director)	14	Yes	Nil	2	11	Nil	Nil	Related as husband of Smt. Rama Gupta & Father of Akash Gupta
Independent Directors								
Arvind Sharma Non-Executive, Independent Director	10	Yes	Nil	Nil	Nil	Nil	Nil	Not related to any Director
Krishan Kumar Sharma* Non-Executive, Independent Director	5	N/A	Nil	Nil	Nil	Nil	Nil	Not related to any Director
Mool Chand Garg Non-Executive, Independent Director	8	Yes	Nil	Nil	Nil	Nil	Nil	Not related to any Director
Hari Om Agarwal Non-Executive, Independent Director	8	Yes	Nil	Nil	Nil	Nil	Nil	Not related to any Director
Additional Directors								
Devendra Kumar Tyagi (#)	N/A	N/A	Nil	Nil	Nil	Nil	Nil	Not related to any Director
Mukesh Kumar Sharma (^)	N/A	N/A	Nil	Nil	2	Nil	Nil	Not related to any

(*)Mr. Krishan Kumar Sharma had resigned at the Board Meeting held on September 6, 2014.

(#)Mr. Devendra Kumar Tyagi had resigned at the board meeting held on September 1, 2015.

(^) Mukesh Kumar Sharma appointed as Additional Director (Professional Director) at the board meeting held on March 21, 2015.

Independent Directors

Your Company appointed Independent Directors who are renowned people having expertise/experience in their respective field/profession. None of the Independent Directors are Promoters or related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013 and the Listing Agreement.

All Independent Directors maintain their limits of directorships as required under Clause 49 of the Listing Agreement. The Company had issued a formal letter of appointment to all Independent Directors.

Details of Equity Shares held by the Directors

The details of the Equity Shares held by the Directors as on March 31, 2015 is given in below table:

S.No.	Name of Director	No. of Shares Held
1.	Rama Gupta	5191807
2.	Akash Gupta	5582750
3.	Anil Kumar	4957100
4.	Arvind Sharma	NIL
5.	Krishan Kumar Sharma (*)	NIL
6.	Mool Chand Garg	NIL
7.	Hari Om Agarwal	NIL
8.	Devendra Kumar Tyagi (#)	NIL
9.	Mukesh Kumar Sharma (^)	NIL

(*)Mr. Krishan Kumar Sharma had resigned at the Board Meeting held on September 6, 2014.

(#)Mr. Devendra Kumar Tyagi had resigned at the board meeting held on September 1, 2015.

(^)Mukesh Kumar Sharma appointed as Additional Director (Professional Director) at the board meeting held on March 21, 2015.

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.
- 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

d) Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was done by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairman, Board as a whole and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

e) Familiarization Programmes for Board Members

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company. The Familiarization Programme Module is available on the Company's website.

C. Board Committees

The Board has constituted the following Committees and each Committee has their terms of reference as a Charter. The Chairman of each committee along with the other Members of the Committee and if required other Members of the Board, decide the agenda, frequency and the duration of each meeting of that Committee. Currently, the Board has at the end of the year three committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder's Relationship Committee



(i) **Audit Committee**

The Board has a well constituted Audit Committee which is in accordance with the Listing Agreement and the Companies Act, 2013. The role, term of reference, authority and powers of the Audit Committee are in conformity with the Listing Agreement and the Companies Act, 2013. 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 2014-15 was as follows:

S.No	Name	Position	Category of Membership
1.	Hari Om Agarwal	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.	Arvind Sharma	Member	Non-Executive Independent Director

All Members are financially literate and have the required accounting and financial management expertise.

2. **Terms of Reference**

- Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial Statements are correct, sufficient and credible.
- 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:

- a. Matters required to be included in the Directors Responsibility Statement in the Director's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
- b. Changes, if any, in accounting policies and practices and reasons for the same.
- c. Major accounting entries involving estimates based on the exercise of judgment by the Company's management;
- d. Any significant adjustments made in the financial statements arising out of audit findings;
- e. Compliance with listing and other legal or regulatory requirements relating to financial information.
- f. Disclosure of any 'related party transactions and review, and approve any transactions with related party.

- Reviewing with the 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:

S.No	Name of the Director	No. of Meetings attended	Dates of Meetings
1.	Hari Om Agarwal	5	30.05.2014 14.08.2014 14.11.2014 16.01.2015 14.02.2015
2.	Rama Gupta	5	30.05.2014 14.08.2014 14.11.2014 16.01.2015 14.02.2015
3.	Anil Kumar	5	30.05.2014 14.08.2014 14.11.2014 16.01.2015 14.02.2015
4.	Mool Chand Garg	4	30.05.2014 14.08.2014 14.11.2014 14.02.2015
5.	Arvind Sharma	5	30.05.2014 14.08.2014 14.11.2014 16.01.2015 14.02.2015

(ii) **Nomination and Remuneration (NR) Committee**

The NR Committee has been constituted by the Board to determine and review from time to time the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees including making payments to Non Executive 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 NR Committee pursuant to Clause 49 of Listing Agreement and section 178 of the Companies Act, 2013. The role, term of reference, authority and powers of the NR Committee are in conformity with the requirements listing agreement and the Companies Act, 2013.

1. **Composition**

The Committee comprised of Four Non Executive Directors from whom three are Independent and one is Non-Executive Director. The Chairman of the Committee is a Non- Executive Independent Director nominated by the Board. The power and role of the NR Committee is as per Listing Agreement and the Companies Act, 2013.

The Composition of NR Committee during the Financial Year 2014-15 was as follows

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

2. **Terms of Reference**

The Broad terms of reference of the NR 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 NR Committee had met 2 times during the Financial Year 2014-2015. The attendances of the meetings are as under:

S.No	Name of the Director	No. of Meetings attended	Dates of Meetings
1	Mool Chand Garg	2	30.05.2014 14.11.2014
2	Arvind Sharma	2	30.05.2014 14.11.2014
3.	Anil Kumar	2	30.05.2014 14.11.2014
4	Hari Om Agarwal	2	30.05.2014 14.11.2014

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 NR Committee is vested with all the necessary powers and authorities to ensure appropriate disclosure on remuneration paid to the Executive Director of the Company. The Remuneration Policy applies to the Company's senior management, including its Key Managerial Persons and Board of Directors and other employees.

The Remuneration policy of the Company is available on the website of the Company

Remuneration to Directors

The Details of Remuneration paid to Executive Director during the Financial Year ended 31st March 2015.

Name/age(Yrs)	Salary (Rs.)	Perquisites and other Benefits	Commission	Total (Rs.)	Service contracts, notice period, severance fees.	Stock Option
Akash Gupta (26)	4,80,000	1,20,000	NIL	600000/-	-	NIL

(iii) Stakeholder's Relationship ('SR') Committee:

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

The Company has a SR Committee consisting of Sh. Arvind Sharma as its Chairman, and other members being Smt. Rama Gupta, Hari Om Agarwal & Sh. Mool Chand Garg. 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 SR Committee comprises of Four Members from whom three are Independent Director & one is Executive Director. The Composition of SR Committee during the Financial Year 2014-2015 was as follows:

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

2 Terms of Reference

The Committee approves & oversees the following matters:

- Matters relating to transfer, transmission, dematerialization and re-materialization of shares.
- Approve issue of duplicate and split of share certificates as and when required
- 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 SR Committee had met 4 times during the Financial Year 2014-2015. The attendance of the meetings is as under:

S.No	Name of the Director	No. of Meetings attended	Dates of Meetings
1	Arvind Sharma	4	30.05.2014 14.08.2014 14.11.2014 14.02.2015
2.	Hari Om Agarwal	4	30.05.2014 14.08.2014 14.11.2014 14.02.2015
3.	Rama Gupta	4	30.05.2014 14.08.2014 14.11.2014 14.02.2015
4.	Mool Chand Garg	4	30.05.2014 14.08.2014 14.11.2014 14.02.2015

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

No. of Investors quarries/complained in the year 2014-15.	Pending at the end of year	No. of pending share transfer
NIL	NIL	NIL

MS. Shivi Sharma Company Secretary of the Company is designated as Compliance Officer

4. DISCLOSURE

a. Related Party Transactions

During the year, no materially significant related party transactions i.e. transactions of the Company of material nature, have been entered into by the Company with its promoters, Directors or the management, or relatives etc. that may have potential conflict with the interests of the Company at large.

The policy on materiality of related party transactions as approved by the Board is available on the Company's website.

b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

No penalty, or stricture was imposed by the Stock Exchanges or SEBI or any other authority, during the last 3 (three) years, since all applicable requirements were fully complied with.

c. Accounting treatment in preparation of Financial Statements

The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

d. Whistle Blower Policy

The Board of Directors of the Company has adopted a Whistle Blower Policy which incorporates Vigil Mechanism 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. The Vigil Mechanism Policy may be accessed on the Company's website

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 Company's Code of conduct for the financial year ended 31st March, 2015. A declaration to this effect signed by Mrs. Rama Gupta, Managing Director of the Company, forms a part of this Report as Annexure -E.

f. Compliance of Prohibition of Insider Trading Regulations

Your Company has comprehensive guidelines on prohibiting insider trading and the Company has adopted the code of internal procedures and conduct for listed companies notified by the SEBI.

g. 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.

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

i. 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. Akash Gupta 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	48 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	26 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	44 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(*)	69 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	49 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	55 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	52 yrs	He has done his graduate from a reputed college	He is expert in Public relationship & having good skills to manage people.

Devendra Kumar Tyagi (#)	47 yrs	He is a graduate	He has an overall experience of 15 years exclusive experience in the construction, engineering and architectural industry. He has vast knowledge of management of multiple related projects directed toward strategic business and other organizational objectives. He is an expert in public relationship & communication with stakeholders at multiple levels, including those external to the organization and to manage cost, schedule, and performance of component projects,
Mukesh Kumar Sharma (^)	49 yrs	BE (Civil)	He has an overall experience of 15 years exclusive experience in the construction, engineering and architectural industry. He has vast knowledge of management of multiple related projects directed toward strategic business and other organizational objectives. He is an expert in public relationship & communication with stakeholders at multiple levels, including those external to the organization and to manage cost, schedule, and performance of component projects. Additionally, having experience dealing with finances and budget management to enable projects to be completed on time and on budget.

(*)Mr. Krishan Kumar Sharma had resigned at the Board Meeting held on September 6, 2014.

(#)Mr. Devendra Kumar Tyagi had resigned at the Board Meeting at the board meeting held on September 1, 2015.

(^)Mukesh Kumar Sharma appointed as Additional Director (Professional Director) at the board meeting held on March 21, 2015.

Governance by Management

- The Management Discussion and Analysis Report. The Report on Management Discussion and Analysis is given separate in this Annual Report.
- CEO/CFO Certification
The Managing Director have certified to the Board, inter alia the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under Clause 49(IX) of the Listing Agreement, for the year ended 31.03.2015 and it is attached as Annexure G.

Shareholders Information

- 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.

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

Under the Companies Act, 2013, 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 31.03.2015 are given in the table below.

Financial year	Date of Declaration	Amount remaining Unclaimed/Unpaid as on 31.03.2015
2011-12	30.09.2012	107,870.46/-
2012-13	30.09.2013	70,883.10/-
2013-14	30.09.2014	1462,68.75/-

b. General Body Meeting

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

Year	Location	Date	Time
2011-12	Plot No. 6C , Mandawali, Fazalpur, Delhi-92	29 th Sept.2012	11:30 A.M
2012-13	Plot No. 6C , Mandawali, Fazalpur, Delhi-92	30 th Sept. 2013	11:30 A.M
2013-14	Plot No. 6C , Mandawali, Fazalpur, Delhi-92	30 th Sept. 2014	01:00 P.M

All resolutions moved at the last Annual General Meetings were passed by the mode as permitted under Companies Act and the Listing Agreement. None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

c. 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
2011-12	Appointment of Mr. Hari Om Agarwal as a Director	29-09-2012
2012-13	NIL	NIL
2013-14	Appointment of Mr. Arvind Sharma as an Independent Director Appointment of Mr.Mool Chand Garg as an Independent Director Appointment of Mr. Hari Om Agarwal as an Independent Director	30.09.2014

d. Details of Resolutions Passed Through Postal Ballot In Last Three Years

Year	Description of Resolution Passed	Date of Passing
2011-12	NIL	NIL
2012-13	NIL	NIL
2013-14	NIL	NIL

General Information for Members

a. 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**.

b. **Annual General Meeting:** Date, time, Venue

ANNUAL GENERAL MEETING	
DATE	30 th September, 2015
TIME	12:30 P.M
VENUE	Hotel Golden Palm at Plot No. 6C, Mandawali, Fazalpur, Delhi-92

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges (BSE), the Company has also extended Remote e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in the Notice of the 24th AGM, instead of Voting in the Annual General Meeting. Instructions for e-voting are listed under the segment "Notes" in the Notice to AGM. Those of the Shareholders/ Members, who cannot attend the AGM in person, can appoint a proxy to represent them in the AGM, for which the Shareholder/ Member needs to fill in a proxy form and send it to the Company, to its Registered Office address, on or before Monday, September 28, 2015.

c. **Financial Calendar**

Adoption of Quarterly Reports for the quarter ending:

S.No.	Results	For Year 31 st March 2014 were announced on	For Year 31 st March 2015 announced/ will be announced on #
A	First Quarter	14 th August, 2014	14 th August 2015
B	Second Quarter	14 th November, 2014	2 nd Week of November 2015
C	Third Quarter	14 th February 2015	2 nd Week of February 2016
D	Fourth Quarter	30 th May, 2015	2 nd week of May 2016

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

d. **Financial Year:** 1st April 2014 to 31st March 2015

e. **Book Closure:** The Book Closure period is from Tuesday, 22nd September, 2015 to Wednesday, 30th September 2015 (both days. (Both days inclusive)

f. **Dividend Payment Date:** On or before 29th October, 2015

g. **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.

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

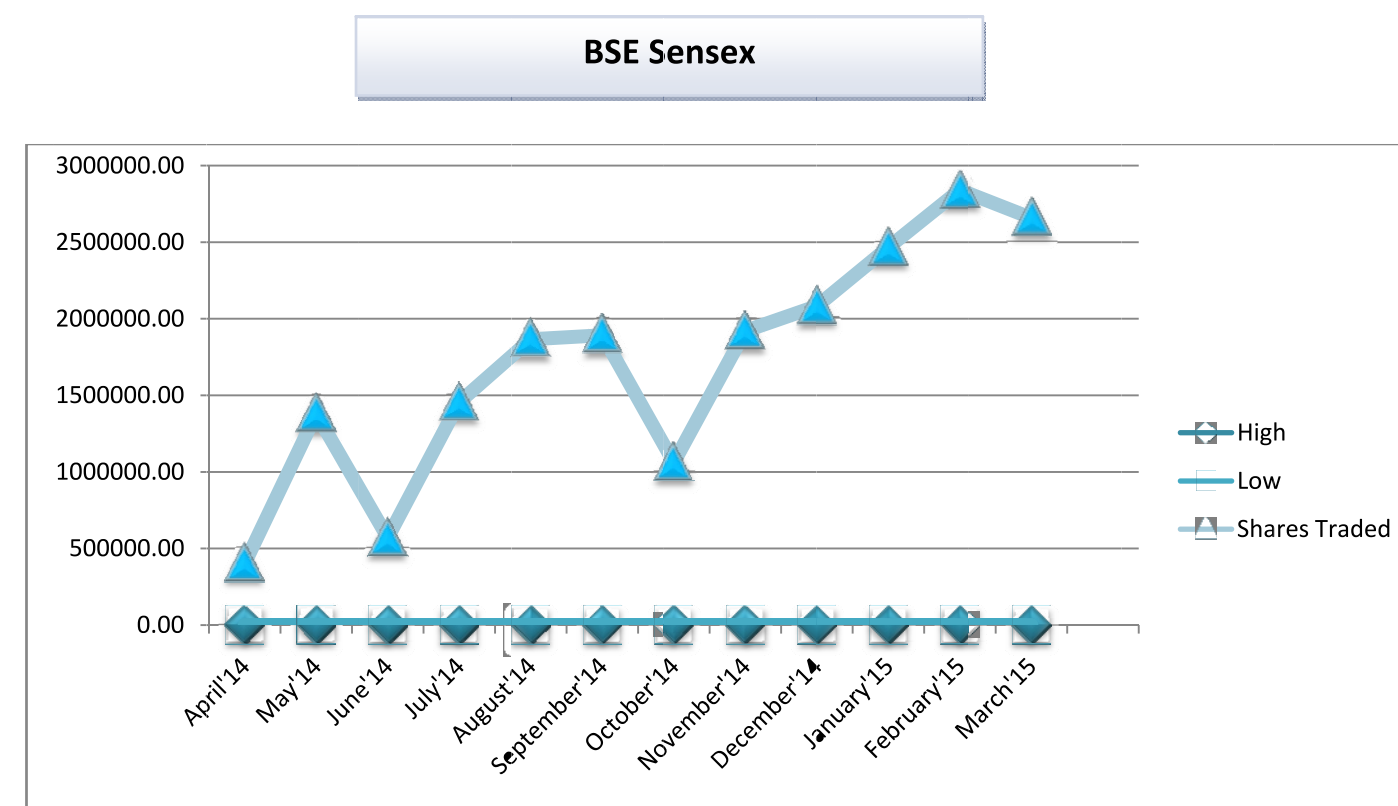
h. **Market price data** - monthly high/low of the closing price and trading volumes on BSE depicting liquidity of the Company's Shares on the said exchange is given hereunder:

Stock Market Data:

Available at BSE.

Year 2014-15 Months	BSE		
	High (Rs.)	Low (Rs.)	Volume of Shares Traded (Nos.)
April 2014	187.95	165.50	4,02,461
May 2014	305.40	173.00	13,78,919
June 2014	368.00	270.20	5,70,883
July 2014	442.50	350.00	14,55,551
August 2014	443.90	397.40	18,66,128
September 2014	517.90	419.25	18,92,183
October 2014	587.80	422.00	10,61,928
November 2014	630.00	430.00	19,20,837
December 2014	616.00	380.00	20,82,225
January 2015	524.50	453.00	24,65,955
February 2015	510.00	421.50	28,41,113
March 2015	486.90	266.20	26,58,275

(Sources: BSE Website)



i. 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).

j. 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 2015

S.No	Category	No. of Shares Held	%age of Shareholding
A	Promoters Holding		
1.	Promoters		
	• Indian Promoters	42627456	44.42%
	• Foreign Promoters	-	-
	• Person acting in Concert	-	-
	SUB- TOTAL (A)	42627456	44.42%
B	Non- Promoters Holding		
	Institutional Investors		
	• Mutual Funds and UTI	-	-
	• Banks, Financial Institutions	-	-
	• Insurance companies, central/state Govt. Institutions/Non-Government Institutions	-	-
	• FII's (others)	144624	0.15%
	SUB- TOTAL (B)	144624	0.15%
C	Others		
	• Private Body Corporate	28627025	29.83%
	• Indian Public	24528797	25.56%
	• NRIs (Including Foreign Company)	2	0.00%
	• Trust	8000	0.01%
	• Foreign Portfolio Investor(Corporate)	27096	0.03%
	SUB-TOTAL (C)	53190920	55.43%
	TOTAL (A+B+C)	95963000	100%

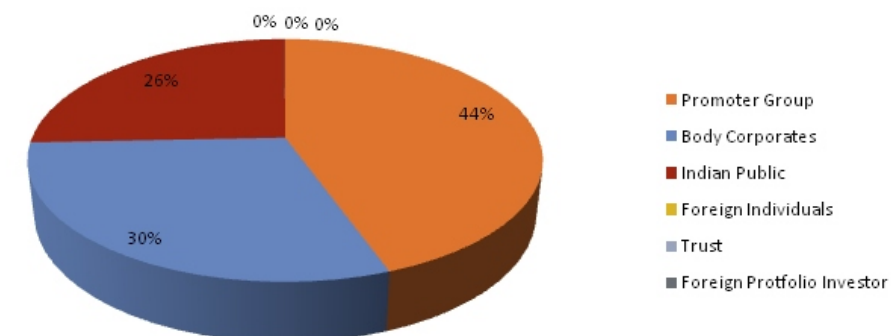
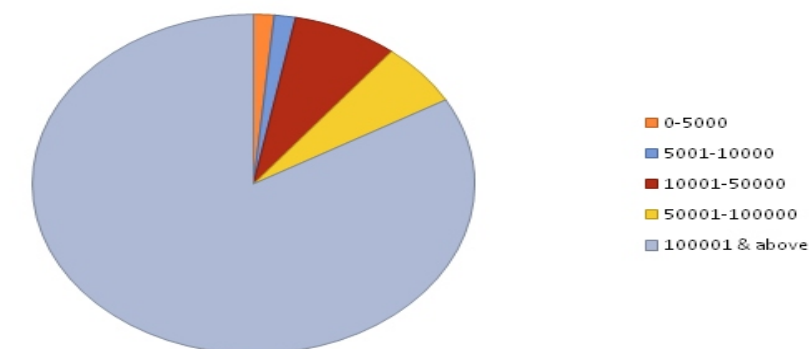


Table: 2
Distribution of Shareholding by size as on 31st March 2015

S.No	Range of Shares	No of Share Holders	% of Share Holders	No of Shares Held	% of Share holding
1.	Upto 5000	917	56.75	1434440	1.50
2.	5001-10000	185	11.45	1491451	1.55
3.	10001-50000	308	19.06	7345115	7.65
4.	50001-100000	81	5.012	5780360	6.02
5.	100001-and above	125	7.74	79911634	83.28
	Total	1616	100.00	95963000	100.000

% of share holding

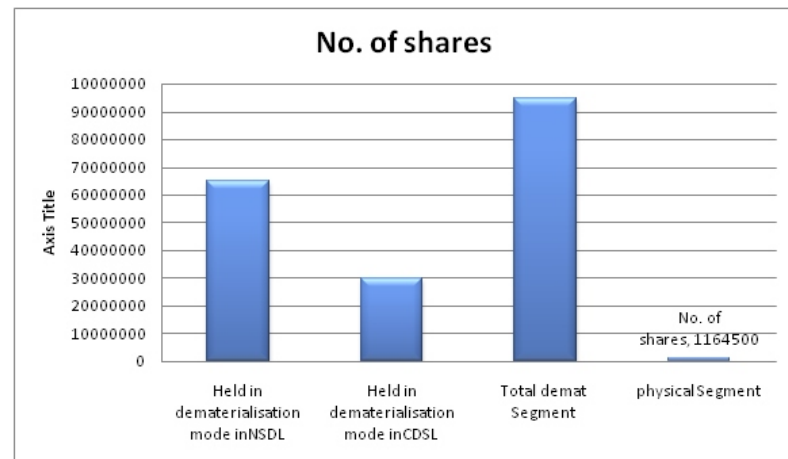


k. Dematerialization of Shares and Liquidity

The Company's shares are admitted into both the Depositories i.e. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') by the Company's Registrar and Share Transfer Agent, Alankit Assignment Limited, 98.83% of the Company's shares are held in electronic/demat form as on March 31, 2015.

Particulars	Number of Shares	Percentage (%) to Total Capital Issued	Number of Shareholders	Percentage (%) to Total Number of Shareholders
Held in dematerialized mode in NSDL	64991937	67.73	907	56.13
Held in dematerialized mode in CDSL	29806563	31.06	690	42.70
Total Demat Segment	94798500	98.79	1597	98.83
Physical Segment	1164500	1.21	19	1.18
Total	95963000	100.00	1616	100.00

As on March 31, 2015, the number of shares held in dematerialized and physical mode are as under:



I. Outstanding GDR/ADRs/ Warrants or convertibles Instruments:

There are no outstanding GDRs / ADRs / Warrants / Convertible instruments of the Company and hence, the same is not applicable to the Company.

ADDRESS for Correspondence	Company (For general assistance)
Registrar (for Demat mode)	Regd Office:
Alankit Assignment Ltd.	M-4, Gupta Tower, B 1/1 Commercial Complex, Azadpur, New Delhi- 110033.
2E/21, Alankit House, Jhandwalan Extn.	Corporate Office:
Delhi-110055.	C-42, R.D.C, Raj Nagar, Ghaziabad.
Ph.011-24541234,23541234	Ph. No. 0120-4214258

ANNEXURE-E

Declaration by Managing Director under Clause 49(1) (D) of the Listing Agreement regarding 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 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, 2015.

Date : 02.09.2015
Place: Delhi

RAMA GUPTA
(Managing Director)

ANNEXURE-F
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 2015 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 or effectiveness with which the management has conducted the affairs of the Company.

For KPMC & Associates
Chartered Accountants
Firm No.005359C

Date : 02.09.2015
Place : Delhi

SD/-
(Sanjay Mehra)
PARTNER
M No. 075488

Annexure G
CEO/CFO CERTIFICATION

TO
Board of Directors
CCL International Limited

We, Rama Gupta, Managing Director and Shivam Agrawal, Chief Financial Officer do hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended 31.03.2015 on that date and that to the best of our knowledge and belief:
 - i. the said statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. the said statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- d. We have indicated to the auditors and the audit Committee:-
 - i. That there are no significant changes in internal control over financial reporting during the year 2014-15
 - ii. That there are no significant changes in accounting policies during the year 2014-15 except Depreciation as per new Companies Act 2013, whose impact were discussed in notes to accounts, other changes are only grammatical & clarification in nature.
 - iii. That there are no instances of significant fraud of which we have become aware.

Rama Gupta
Managing Director

Shivam Agrawal
Chief Financial Officer

Place: Delhi
Date :02.09.2015



Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

To,
**The Members of
CCL INTERNATIONAL LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of CCL International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, 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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation of these standalone financial statements that give 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone 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, 2015;
- (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

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

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

b. 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;

c. The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014; and

e. On the basis of written representations

received from the directors, as on March 31, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any litigation on its financial position.

ii. The Company has not made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

**For KPMC & Associates
Chartered Accountant
Firm Reg. No. 005359C**

**Date: 30.05.2015
Place: Delhi**

**(Sanjay Mehra)
Partner
M No. 075488**

Annexure to Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the company on the standalone financial statements for the year ended March 31, 2015, we report that:

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. The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.

2. In respect of Inventory:

a. The management has conducted physical verification of inventory at reasonable intervals during the year.

b. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

c. The Company is maintaining proper records of inventory and no material discrepancies between physical inventory and book records were noticed on physical verification.

3. The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.

4. In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.

5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of Company's product and services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained.

7. (i) According to the information and explanations given to us and on the basis of examination of the records of the Company, the company is generally regular in depositing undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, excise duty, TDS, value added tax, Cess and any other statutory dues with the appropriate authorities to the extent applicable. There are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31 March 2015.

(ii) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty and Cess, which have not been deposited on account of any dispute.

(iii) No amounts were required to be transferred to investor education and protection fund. Hence, clause 3 (vii) (c) of the order is not applicable to the Company.

8. The company has no accumulated losses at the end of the financial year. Further, the company has not incurred cash losses during the current financial year and the immediately preceding financial year

9. In our opinion, and according to the information & explanations given to us, the company has not defaulted in repayment of dues to bankers & financial institutions. The Company does not have any outstanding debentures during the year.

10. As per information and explanations given to us, the terms and conditions on which the company has not given corporate guarantee for loans taken by companies from banks or

financial institutions are not, prima facie, prejudicial to the interest of the company.

11. On the basis of records made available and according to information and explanations given to us, the company has applied its term loans for the purposes for which the loans were obtained.

12. Based upon the audit procedure performed for the purpose of reporting the true and fair view and on the basis of the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

**For KPMC & Associates
Chartered Accountant
Firm Reg. No. 005359C**

Date: 30.05.2015

Place: Delhi

**(Sanjay Mehra)
Partner
M No. 075488**



AUDITED BALANCE SHEET

Particulars	Notes	in ₹	
		As at March 31,	
		2015	2014
I. EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUNDS			
(a) Share Capital	1	191926000	191,926,000
(b) Reserves and Surplus	2	176872637	167,480,643
(c) Money received against share warrants		-	-
2 SHARE APPLICATION MONEY PENDING ALLOTMENT			
3 NON-CURRENT LIABILITIES			
(a) Long-Term Borrowings	3	33649094	31,460,790
(b) Deferred Tax Liability		5159259	1,246,228
(c) Other Long Term Liabilities		-	-
(d) Long-Term Provisions		-	-
4 CURRENT LIABILITIES			
(a) Short-Term Borrowings	4	51047910	78,977,701
(b) Trade Payables	5	142762657	196,773,614
(c) Other Current Liabilities	6	21981547	20,781,562
(d) Short-Term Provisions	7	8597891	8,557,471
TOTAL		631996995	697,204,008
II. ASSETS			
1 NON-CURRENT ASSETS			
(a) Fixed Assets	8		
Tangible assets		239,185,172	209,739,627
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under Development		-	-
		239,185,172	209,739,627
Less: Accumulated Depreciation		26,805,301	21,166,757
Net Block		212,379,871	188,572,869
(b) Non Current Investments	9	49,144,534	43,144,534
(c) Deferred Tax Assets		-	-
(d) Long-term loans and advances	10	55,724,991	108,658,182
(e) Other Non Current Assets	11	100,000	156,321
2 CURRENT ASSETS			
(a) Current Investments	12	-	-
(b) Inventories	13	150,310,997	121,146,523
(c) Trade Receivables	14	15,803,318	119,276,293
(d) Cash and Cash Equivalents	15	72,492,910	45,186,139
(e) Short-Term Loans and Advances	16	75,984,053	70,714,993
(f) Other Current Assets	17	56,321	348,155
TOTAL		631996995	697,204,008
Significant Accounting Policies & Notes on Accounts	26		

As per our report of even date

**FOR KPMC & Associates
Chartered Accountants
Firm Reg. No.: 005359C**

**Sanjay Mehra
Partner
M.NO.: 075488**

**Place : Delhi
Date: May 30, 2015**

For and on behalf of the Board of Directors

CCL INTERNATIONAL LIMITED

**RAMA GUPTA
(MANAGING DIRECTOR)**

**ANIL KUMAR
(DIRECTOR)**

**AKASH GUPTA
(DIRECTOR)**

STATEMENT OF PROFIT & LOSS

Particulars	Notes	Year ended March 31,	
		2015	2014
INCOME			
Revenue from operations	18	943,428,197	796,052,574
Other income	19	5,817,071	5,899,756
Total (A)		949,245,268	801,952,329
EXPENDITURE			
Purchase of Stock-in-Trade	20	828,771,757	644,475,268
& Stock in Trade	21	(29,164,474)	9,265,501
Employee Benefits Expense	22	10,484,298	8,874,632
Finance Costs	23	13,137,394	6,562,109
Depreciation and Amortization Expense	24	12,788,663	11,343,916
Other Expenses	25	98,126,678	107,513,268
Total (B)		934,144,316	788,034,694
Extraordinary Items and Tax (A-B)		15,100,952	13,917,635
Exceptional & Extraordinary Items		-	-
Profit/ (Loss) Before Tax		15,100,952	13,917,635
Tax Expenses:			
Current Tax		3,021,361	2,812,373
Deferred Tax		1,811,224	1,190,007
Net Profit/ (Loss) for the Year		10,268,367	9,915,255
Earnings per share:			
Basic & Diluted		0.11	0.10
Significant Accounting Policies & Notes on Accounts	26		

As per our report of even date

For and on behalf of the Board of Directors

FOR KPMC & Associates
Chartered Accountants
Firm Reg. No.: 005359C

CCL INTERNATIONAL LIMITED

Sanjay Mehra
Partner
M. NO. 075488

RAMA GUPTA
(MANAGING DIRECTOR)

ANIL KUMAR
(DIRECTOR)

AKASH GUPTA
(DIRECTOR)

Place : Delhi
Date: May 30, 2015

Balance Sheet Notes

Notes to accounts for the year ended March 31, 2015

NOTE 1 SHARE CAPITAL				
Particulars	As at March 31,			
	2014-15		2013-14	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of 2/-	165000000	330000000	165000000	330000000
Issued				
Equity Shares of 2/-	95963000	191926000	95963000	191926000
Subscribed & Paid up				
Equity Shares of 2/-	95963000	191926000	95963000	191926000
Total	95963000	191926000	95963000	191926000
Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period				
Particulars	As at March 31,			
	2014-15		2013-14	
	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	2014-15		2013-14	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Akash Gupta	5582750	5.82	5582750	5.82
Mrs. Rama Gupta	5191807	5.41	5286673	5.51
Mr. Anil Kumar	4957100	5.17	5035000	5.25
M/s. Tanvi Fincap Private Limited	20421399	21.28	8288634	8.64
Total	36153056	37.67	24193057	25.21
2014-15	0		0	0
2013-14	0		0	0
2012-13	0		0	0
2011-12	Pursuant To merger of the Company with AAR Infrastructure		0	0
2010-11	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 RESERVE & SURPLUS		in ₹	
Particulars	As at March 31,		
	2014-15	2013-14	
A) Security Premium Account			
Opening Balance	70000	70000	
Add : Securities premium credited on Share Merger	0	0	
Less : Premium Utilised for various reasons			
Premium on Redemption of Debentures			
For Issuing Bonus Shares	0	0	
Closing Balance	70000	70000	
B) State Investment Subsidy			
Opening Balance	0	0	
Add : Received During the Year	0	0	
Less : Transferred to General Reserve	0	0	
Closing Balance	0	0	
C) General Reserve			
Opening Balance	127034500	127034500	
Add: Transferred during the Year	0	0	
Less: Written off during the Year	0	0	
Closing Balance	127034500	127034500	
D) Surplus			
Opening balance	40376143	36037418	
(+) Net Profit/(Net Loss) For the current year	10268367	9915255	
(+) Excess Depreciation Charged adjusted in Reserve & Surplus	6801964	0	
(-) Deferred Tax Liability on excess depreciation charged	2101807	0	
(-) Proposed Dividends	4798150	4798150	
(-) Corporate Dividend Tax	778380	778380	
(-) Interim Dividends	0	0	
(-) Transfer to Reserves	0	0	
Closing Balance	49768137	40376143	
Total	176872637	167480643	



NOTE 3 LONG TERM BORROWINGS		in ₹	
Particulars	As at March 31,		
	2014-15	2013-14	
SECURED			
(a) Term loans			
From Banks [Refer Note A1 to A12]	33649094	31460790	
From Other Parties	0	0	
(Secured By: Hypothecation of Respective Fixed Assets) (of the above, NIL is guaranteed by Directors and / or others)			
Terms of Repayment: The Company shall pay monthly Installment as per the terms of agreement with Bank			
(b) Other loans and advances (specify nature)			
(Secured By _____)	0	0	
(of the above, _____ is guaranteed by Directors and / or others)			
Terms of Repayment _____			
	33649094	31460790	
In case of continuing default as on the balance sheet date in			
1. Period of default	No default committed		
2. Amount			
UNSECURED			
(a) Term loans			
from banks	0	0	
from other parties	0	0	
(of the above, NIL is guaranteed by Directors and / or others)			
Terms of Repayment: Payable on Demand			
(b) Other loans and advances (specify nature)			
(of the above, NIL is guaranteed by Directors and / or others)			
Terms of Repayment: Payable on Demand			
In case of continuing default as on the balance sheet date in			
1. Period of default	No Default committed		
2. Amount			
Total	33649094	31460790	

Note A

Note A(1): Loan from HDFC Bank of Rs. NIL/- (Previous Year Rs. 34,409.99/-) @ 12.51 % P.A. secured by way of Hypothecation of Vehicle amounting to Rs. 5,08,220/- repaid during the year.

Note A(2): Car Loan from OBC Bank of Rs. 8,92,384.23/- (Previous Year Rs. 19,13,000.28/-) will be wholly repaid in financial year 2015-16 which is secured by way of Hypothecation of Vehicle amounting to Rs. 35,37,330/-. Rate of Interest being 11.00 % (Fixed) P.A. Repayable 36 Monthly Installments.

Note A(3): Loan from Axis Bank of Rs. 67,02,491/- (Previous Year Rs. 90,00,000/-) out of which Rs. 36,67,317/- is Long term borrowing which 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(4): Loan from Tata Capital Finance Limited of Rs. 2,38,46,082.62/-(Previous Year Rs. 3,19,65,809.11/-) out of which Rs. 1,62,23,260.44/- is Long term borrowing which 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(5): Loan from L & T Finance Limited of Rs. Nil (Previous Year Rs. 66,21,309/-) @ 13.00% p.a. is secured by way of Hypothecation of certain Plant & Machinery(Writgen Recycler/Stabliser) and Personal Guarantee by Directors repaid on March 5, 2015.

Note A(6): Loan from ICICI Bank of Rs. Nil/- (Previous Year Rs. 15,07,248/-) @ 12.65% is secured by way of Hypothecation of certain Plant & Machinery(Tippers) and Personal Guarantee by Directors repaid on Feb 15, 2015.

Note A(7): Loan from ICICI Bank of Rs.2422655.60/- (Previous Year Rs. Nil /-) out of which Rs. 16,55,833.80/- is Long term borrowing which is secured by way of Hypothecation of Compactor amounting to Rs. 24,82,678/-. Rate of Interest being 11.51 % (Fixed) P.A. Repayable 35 Monthly Installments.

Note A(8): Loan from ICICI Bank of Rs.26,49,651.10/- (Previous Year Rs. Nil /-) out of which Rs. 18,10,959.70/- is Long term borrowing which is secured by way of Hypothecation of Hyundai Forklane amounting to Rs. 27,15,300/-. Rate of Interest being 11.51 % (Fixed) P.A. Repayable 35 Monthly Installments.

Note A(9): Loan from ICICI Bank of Rs. 22,20,195.60/- (Previous Year Rs. Nil /-) out of which Rs. 15,17,448.70/- is Long term borrowing which is secured by way of Hypothecation of JCB amounting to Rs. 22,75,203/-. Rate of Interest being 11.51 % (Fixed) P.A. Repayable 35 Monthly Installments.

Note A(10): Loan from ICICI Bank of Rs. 22,39,292.80/- (Previous Year Rs. Nil /-) out of which Rs. 15,27,420.40/- is Long term borrowing which is secured by way of Hypothecation of Tipper amounting to Rs. 22,95,000/-. Rate of Interest being 11.51 % (Fixed) P.A. Repayable 35 Monthly Installments.

Note A(11): Loan from ICICI Bank of Rs. 48,79,112.50/- (Previous Year Rs. Nil /-) out of which Rs. 33,34,727.70/- is Long term borrowing which is secured by way of Hypothecation of Tractor, Spreader & Crusher amounting to Rs. 50,00,000/-. Rate of Interest being 11.51 % (Fixed) P.A. Repayable 35 Monthly Installments.

Note A(12): Loan from ICICI Bank of Rs. 69,21,525.40/- (Previous Year Rs. Nil /-) out of which Rs. 39,09,126.40/- is Long term Borrowing which is secured by way of Hypothecation of Motor Grader amounting to Rs. 90,00,000/-. Rate of Interest being 10.25 % (Fixed) P.A. Repayable 35 Monthly Installments.

NOTE 4 SHORT TERM BORROWINGS			in ₹
Particulars	As at March 31,		
	2014-15	2013-14	
(a) Loan Repayable on Demand			
From Bank			
Secured [Refer B(1) to B(3)]	34622910	78977701	
Unsecured	0	0	
From Other Parties			
Secured [Refer B(4)]	16425000	0	
Unsecured	0	0	
Total	51047910	78977701	
(b) Deposits			
Secured			
Unsecured	0	0	
Total	0	0	
Unsecured			
Secured	0	0	
Unsecured	0	0	
Total	0	0	
Secured			
Unsecured	0	0	
Total	0	0	
In case of continuing default as on the balance sheet date in			
1. Period of default	No Default committed		
2. Amount			
Total	51047910	78977701	
Related Party Transaction			
Particulars	2014-15	2013-14	
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	
Total	0	0	

*Either severally or jointly

Note B

Note B(1): Cash Credit of Rs. 2,59,00,145.04/- (Previous year Rs. 5,66,48,953.14/-) 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 B(2) Letter of Credit of Rs. 87,22,765 /- (Previous year Rs. 1,83,15,482) issued by Oriental Bank of Commerce.

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

Note B(4) Advance from Public Work Department (PWD), Meghalaya of Rs. 1,64,25,000/- against Ongoing Projects is secured by way of Bank Guarantee.

NOTE 5 TRADE PAYABLES			in ₹
Particulars	As at March 31,		
	2014-15	2013-14	
Trade payables:			
Acceptances	141450639	196219614	
Other than Acceptances	1312018	554000	
Total	142762657	196773614	

NOTE 6 OTHER CURRENT LIABILITIES			in ₹
Particulars	As at March 31,		
	2014-15	2013-14	
(a) Current maturities of long-term debt	19124297	19580987	
(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	638049	387511	
(h) Expenses Payable	2219201	813064	
Total	21981547	20781562	
NOTE 7 SHORT TERM PROVISIONS			
Particulars	As at March 31,		
	2014-15	2013-14	
(a) Provision for employee benefits			
Salary & Reimbursements	0	0	
Contribution to PF & ESI	0	0	
Gratuity (Funded)	0	0	
Superannuation (funded)			
ESOP /ESOS			
(b) Others:			
Provision for Tax	3021361	2980941	
Proposed Dividend & Dividend Tax	5576530	5576530	
Total	8597891	8557471	



NOTE 8 FIXED ASSETS												in ₹	
Particulars	Gross Block					Accumulated Depreciation					Net Block		
	Balance as at April 1, 2014	Additions	Disposals	Revaluations/ (Impairments)	Balance as at March 31, 2015	Balance as at April 1, 2014	Depreciation for the year as per SLM	Adjustment due to change of method	On disposals	Balance as at March 31, 2015	Balance as at April 1, 2014	Balance as at March 31, 2015	
Tangible Assets													
Lease Hold Land	26,268,585	-	-	-	26,268,585	-	-	-	-	-	26,268,585	26,268,585	
Free Hold Land & Buildings	41,503,568	15,803,106	-	-	57,306,674	-	-	-	-	-	41,503,568	57,306,674	
Plant and Equipment	131,676,718	12,821,397	-	-	144,498,115	16,266,564	11,125,369	(5,635,201)	-	21,756,732	115,410,154	122,741,383	
Furniture and Fixtures	634,787	-	-	-	634,787	361,847	60,308	(73,123)	-	349,032	272,940	285,755	
Vehicles	7,864,158	674,453	-	-	8,538,611	3,642,129	964,581	(1,230,312)	-	3,376,398	4,222,029	5,162,213	
Office equipment	809,886	113,490	-	-	923,376	258,195	135,944	130,891	-	525,030	551,691	398,346	
Computer	981,924	33,099	-	-	1,015,023	638,022	154,306	5,781	-	798,109	343,902	216,914	
Total (A)	209,739,627	29,445,545	-	-	239,185,172	21,166,757	12,440,508	(6,801,964)	-	26,805,301	188,572,869	212,379,871	
Intangible Assets													
Goodwill\Trademark\Copyright	-	-	-	-	-	-	-	-	-	-	-	-	
Total (B)	-	-	-	-	-	-	-	-	-	-	-	-	
Capital Work In Progress													
Total (C)	-	-	-	-	-	-	-	-	-	-	-	-	
Intangible assets under Development													
Total (D)	-	-	-	-	-	-	-	-	-	-	-	-	
TOTAL (A+B+C+D)	209,739,627	29,445,545	-	-	239,185,172	21,166,757	12,440,508	(6,801,964)	-	26,805,301	188,572,869	212,379,871	
Previous Year (Balances)	113,243,416	96,472,582	-	-	209,715,998	10,147,367	10,995,761	-	-	21,143,128	103,096,049	188,572,869	

Note: Change in method of providing Depreciation has been disclosed in the Significant Accounting Policies annexed with the Independent Auditor's Report

NOTE 9 NON-CURRENT INVESTMENTS			in ₹	
Particulars	As at March 31,			
	2014-15	2013-14		
A. Trade Investments:				
Investments in Equity Shares	49144534	43144534		
B. Other Investments:				
Others	0	0		
Total	49144534	43144534		
Particulars				
Aggregate Amount of Quoted Investments	28479534	28479534		
Aggregate Amount of unquoted Investments	14665000	14665000		
Total	43144534	43144534		

A. Details of Trade Investments											In ₹	
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV / Controlled 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
			2014-15	2013-14			2014-15	2013-14	2014-15	2013-14		
(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	50000	Unquoted	Fully Paid	3.00	3.00	1250000.00	1250000.00	As per AS-13	
	Anamica Financial Pvt. Ltd	Other	50000	50000	Unquoted	Fully Paid	2.81	2.81	1000000.00	1000000.00	As per AS-13	
	Dimension Consulting Pvt. Ltd	Other	300000	300000	Unquoted	Fully Paid	30.00	30.00	3000000.00	3000000.00	As per AS-13	
	Omaxe Limited	Other	20	20	Quoted	Fully Paid	0.00	0.00	6200.00	6200.00	As per AS-13	
	Saffron Holding Pvt. Ltd	Other	50000	50000	Unquoted	Fully Paid	4.56	4.56	750000.00	750000.00	As per AS-13	
	Sybly Industries Limited	Other	87507358	87507358	Quoted	Fully Paid	21.49	21.49	28473334.15	28473334.15	As per AS-13	
	Shree Banke Behari RCC Products Pvt. Ltd.	Other	420750	420750	Unquoted	Fully Paid	50.00	50.00	8415000.00	8415000.00	As per AS-13	
	Vatsal Hotels Private Limited	Other	600000	0	Unquoted	Fully Paid	8.00	8.00	6000000.00	0.00	As per AS-13	
	Patliputra Credit & Securities Limited	Other	250000	250000	Unquoted	Fully Paid	2.33	2.33	250000.00	250000.00	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)											
	Total								49,144,534.15	43,144,534.15		

NOTE 10 LONG TERM LOANS & ADVANCES			in ₹	
Particulars	As at March 31,			
	2014-15	2013-14		
a) Capital Advances				
Secured, considered good	0	0		
Unsecured, considered good	5500000	5500000		
Doubtful	0	0		
Less: Provision for doubtful advances	0	0		
	5500000	5500000		
b) Security Deposits				
Secured, considered good	0	0		
Unsecured, considered good	32488991	14942182		
Doubtful	0	0		
Less: Provision for doubtful deposits	0	0		
	32488991	14942182		
c) Other Loan & Advances				
Other Loan & Advances	0	0		
	0	0		
d) Loans and advances to related parties				
Secured, considered good	0	0		
Unsecured, considered good (Share Application Money)	17736000	84786000		
Doubtful	0	0		
Less: Provision for doubtful loans and advances	0	0		
	17736000	84786000		
e) Other loans and advances (specify nature)				
Secured, considered good	0	0		
Unsecured, considered good (Share Application Money)	0	3430000		
Doubtful	0	0		
Less: Provision for _____	0	0		
	0	3430000		
Total	55724991	108658182		

Related Party Transaction			in ₹	
Particulars	As at March 31,			
	2014-15	2013-14		
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*	17736000	84786000		
Total	17736000	84786000		

*Either severally or jointly

NOTE 11 OTHER NON CURRENT ASSETS			in ₹	
Particulars	As at March 31,			
	2014-15	2013-14		
Secured, Considered Good	0	0		
Unsecured, Considered Good	0	0		
Doubtful	0	0		
Other Receivable Money	100000	100000		
Unamortized Expenses (Preliminary Expenses to be amortized after 12 months)	0	56321		
Total	100000	156321		

NOTE 12 CURRENT INVESTMENTS		
Particulars	As at March 31,	
	2014-15	2013-14
(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	-	-
Total	-	-

Particulars	2014-15	2013-14
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 / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount		Basis of Valuation
			2014-15	2013-14			2014-15	2013-14	2014-15	2013-14	
(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)										
	Total								-	-	

* G. Investment in _____ (Name of the Firm)	
Name of the Partners	Share of Capital
Partner 1	
Partner 2	
Total Capital	-

NOTE 13 INVENTORIES			in ₹	
Particulars	As at March 31,			
	2014-15	2013-14		
(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		
	0	0		
b. Work-in-progress (Valued at Cost)	132812697	96410794		
Goods-in transit	0	0		
	132812697	96410794		
c. Finished goods (Valued at Cost)	0	0		
Goods-in transit	0	0		
	0	0		
d. Stock-in-trade (Valued at Cost)	17498300	24735729		
Goods-in transit	0	0		
	17498300	24735729		
e. Stores and spares (Valued at _____)	0	0		
Goods-in transit	0	0		
	0	0		
f. Loose Tools (Valued at _____)	0	0		
Goods-in transit	0	0		
	0	0		
g. Others (Specify nature)	0	0		
	0	0		
	0	0		
Total	150310997	121146523		

NOTE 14 TRADE RECEIVABLES			in ₹	
Particulars	As at March 31,			
	2014-15	2013-14		
Trade receivables outstanding for a period less than six months from the date they are due for payment.				
Unsecured, considered good	15358955	116329845		
Unsecured, considered doubtful	0	0		
Less: Provision for doubtful debts	0	0		
	15358955	116329845		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good	444363	2946448		
Unsecured, considered doubtful	0	0		
Less: Provision for doubtful debts	0	0		
	444363	2946448		
Total	15803318	119276293		

Trade Receivable stated above include debts due by:			in ₹	
Particulars	As at March 31,			
	2014-15	2013-14		
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		
Total	0	0		

*Either severally or jointly

NOTE 15 CASH AND CASH EQUIVALENTS			in ₹	
Particulars	As at March 31,			
	2014-15	2013-14		
a. Balance with banks	34779913	1410513		
This includes:				
Margin with Bank for LC	16000	0		
Bank balance with original maturity of less than three months	0	0		
b. Other Bank Balances				
Bank balance with original maturity of more than three months but less than 12 months [Refer C(1) to C(5)]				
Bank balance with original maturity of more than 12 months	36429853	43582359		
c. Cheques, drafts on hand	0	0		
d. Cash in hand	1267145	193267		
Total	72492910	45186139		

Note C

Note C (1): FDR (inclusive of accrued interest) in favour of PWD (Meghalaya) of Rs. 31,976,406.71/- (Previous Year Rs. 2,88,94,564.81/- is the security against work contract in Meghalaya.

Note C (2): FDR (inclusive of accrued interest) of Rs. 1,38,514/- (Previous year Rs. 1,28,293/-) is Security for Sales Tax Registration.

Note C (3): FDR (inclusive of accrued interest) of Rs. Nil (Previous Year Rs. 53,89,352/-) is the Security against Overdraft Limit issued by State Bank of India against Bank OD limits.

Note C (4): FDR (inclusive of accrued interest) of Rs. 25,66,311/- (Previous Year Rs.39,07,243/-) is the Security against Bank Gaurantee of Rs. 1,23,74,005/- issued by Oriental Bank of Commerce.

Note C (5): FDR (inclusive of accrued interest) of Rs. 17,48,621/- (Previous Year Rs. 52,62,906) is the Security against Letter of Credit of Rs. 87,22,765/- issued by Oriental Bank of Commerce.

NOTE 16 SHORT TERM LOANS & ADVANCES			in ₹	
Particulars	As at March 31,			
	2014-15	2013-14		
a. Loan and Advances to related Parties	0	0		
b. Share Application Money to related Parties	27100000	27100000		
c. Others (specify nature)	0	0		
<u>Unsecured, considered good:</u>				
Security Deposits	0	0		
Advance Receivable in cash or in kind	0	0		
MAT Credit Entitlement	922562	922562		
Advance Tax & TDS	14124398	12281554		
VAT Credit	17207	17207		
Advance against purchase of Properties	51000	0		
Advance to Staff	495000	920750		
Prepaid Expenses	521178	1020664		
Advance to Suppliers	21935103	22018753		
Advances to Parties	10817605	6433503		
Less: Provision for bad and doubtful debts	0	0		
Total	75984053	70714993		

Related Party Transaction

in ₹		
Particulars	As at March 31,	
	2014-15	2013-14
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	27100000
Total	27100000	27100000

*Either severally or jointly

NOTE 17 OTHER CURRENT ASSETS			in ₹	
Particulars	As at March 31,			
	2014-15	2013-14		
Preliminary Expenses (to be amortized within 12 months)	56321	348155		
Total	56321	348155		

NOTE 17 A CONTINGENT LIABILITIES & COMMITMENTS (to the extent not provided for)		in ₹	
Particulars	As at March 31,		
	2014-15	2013-14	
(i) Contingent Liabilities			
(a) Claims against the company not acknowledged as debt	0	0	
(b) Guarantees	12374005	19057175	
(c) Other money for which the company is contingently liable	0	0	
Total	12374005	19057175	



Profit & Loss Notes

in ₹		
NOTE 18 REVENUE FROM OPERATIONS		
Particulars	As at March 31,	
	2014-15	2013-14
Sale of products		
Plots/Residential Units	5476000	0
Traded Goods	698137141	540910230
Sale of services		
Work-Contract Operations	239815056	255142344
Other operating revenues	0	0
Less:		
Excise duty	0	0
Total	943428197	796052574

in ₹		
NOTE 19 OTHER INCOME		
Particulars	As at March 31,	
	2014-15	2013-14
Interest Income		
On Fixed Deposits	3414786	3451472
Others	403372	1685805
Exchange difference	1473400	0
Sundry Balance written off	525513	84071
Dividend Income	0	0
Net Gain/(Loss) From Sale of Investments	0	0
Net Gain/(Loss) From Sale of Fixed Assets	0	0
Other non-operating income (net of expenses directly attributable to such income)	0	678408
Total	5817071	5899756

in ₹		
NOTE 20 PURCHASES OF STOCK-IN-TRADE		
Particulars	As at March 31,	
	2014-15	2013-14
Purchase of Products		
Plots/Residential units	4818933	7427608
Traded Goods	688017758	533731240
Purchases made for Work Contract		
Work-Contract Operations	135935066	103316420
Total	828771757	644475268

in ₹		
NOTE 21 CHANGES IN INVENTORIES OF WORK-IN-PROGRESS, STOCK-IN-TRADE & FINISHED GOODS		
Particulars	As at March 31,	
	2014-15	2013-14
Opening Stock :		
Work-in-Progress		
-Work Contract	20192501	18756840
-Plots/Residential Units	76218293	66254295
Stock-in-Trade	24735729	45400889
Finished Goods	0	0
	121146523	130412024
Work-in-Process		
-Work Contract	49186608	20192501
-Plots/Residential Units	83626089	76218293
Stock-in-Trade	17498300	24735729
Finished Goods	0	0
	150310997	121146523
Total	-29164474.00	9265501.00

NOTE 22 EMPLOYEES BENEFIT EXPENSES			in ₹
Particulars	As at March 31,		
	2014-15	2013-14	
(a) Salaries and incentives	9906409	8487285	
(b) Contributions to -			
(i) Provident fund (Inclusive of ESI)	0	0	
(c) Staff welfare expenses	577889	387347	
Total	10484298	8874632	

NOTE 23 FINANCE COSTS			in ₹
Particulars	As at March 31,		
	2014-15	2013-14	
Interest expense	11209093	5809294	
Other borrowing costs	1928301	752814	
Applicable net gain/loss on foreign currency transactions	0	0	
Total	13137394	6562109	

NOTE 24 DEPRECIATION & AMORTISATION EXPENSES			in ₹
Particulars	As at March 31,		
	2014-15	2013-14	
Depreciation	12440508	10995761	
Amortisation Expenses (Written off during the year)	348155	348155	
Total	12788663	11343916	

NOTE 25 OTHER EXPENSES			in ₹
Particulars	As at March 31,		
	2014-15	2013-14	
Construction and Site Expenses			
Power and fuel	11697998	9685914	
Frieght Inward	1929841	539833	
Wages & Labour Charges	39355628	57562555	
Vat Expenses	17115008	12526635	
Transportation Charges	1825221	1524981	
Custom Fees	4065408	5280585	
Others Site Expenses i.e Forest Royalty, Labour cess etc	3583130	3305640	
Payments to the auditor as			
a. auditor	22500	22500	
b. for taxation matters	7500	7500	
Advertisement	80921	139885	
Business Promotion	321541	314939	
Donation	86000	15000	
Electricity Expenses	137966	162114	
Entry Tax on Purchases	256682	738086	
Compensation paid on Accident	600000	0	
Fees & Subscription	536700	273110	
Generator Running Expenses	117780	101075	
Insurance	1055265	258415	
Legal/ Professional & Consultancy Charges	2812065	9023144	
Misc. Expenses	612533	804710	
Tender Fees	15489	0	
Newspaper and Periodicals	3900	4527	
Postage & Courier Charges	44963	26413	
Printing & stationery	260526	200079	
Sundry Balance W/off	687076	39186	
Rent	297000	270000	
Repairs & Maintenance	4502264	1927813	
RTA Charges	45832	29746	
Telephone & Internate Expenses	350915	192027	
Travelling and Conveyance Charges	1788316	1454874	
Testing Charges	2361810	0	
Vehicle Running Expenditure	1548903	1081984	
Total	98126678	107513268	



NOTE - 26

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2015 AND THE STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

Company Overview:

CCL INTERNATIONAL LIMITED bearing CIN **L26940DL1991PLC044520** was originally incorporated on 04th June 1991 under the Companies Act, 1956 as "Gupta Cements Private Limited". The Company after passing necessary resolution as specified in the Companies Act, 1956, got converted into Public Limited Company. Later the name was changed to "Chirawa Cements Limited" and finally the name was changed to its present name "CCL International Limited" and Certificate for change of name was obtained from ROC on 11th December 2008. The Registered office of the Company is situated at M-4, Gupta Tower, B-1/1, Commercial Complex, Azadpur, New Delhi-110033. The Equity Shares of the Company are listed on Bombay Stock Exchange Limited & Delhi Stock Exchange.

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 section 133 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. Change in Accounting Policies

(i) Change in method of providing Depreciation:

Till the year ended 31 March 2014, the Company was using the 'Written Down Value' (WDV) method of providing depreciation on Office equipments, Furniture & fixtures, Vehicles & Plant & Machinery. To follow uniform basis of calculation of depreciation on all kinds of fixed assets, the Company has, during the current year, changed with retrospective effect its method of providing depreciation on these fixed assets from the 'Written Down Value' method to the 'Straight Line' method (SLM) at the rates prescribed in Schedule XIV to the Companies Act, 1956 / Schedule II to the Companies Act, 2013.

(ii) Depreciation on Fixed Assets:

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets: Useful lives/ depreciation rates-

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be

technically supported and justification for difference is disclosed in the financial statements. Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets which are equal to useful lives and residual values specified in Schedule II. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets. The Company has used provisions of Schedule II to adjust the impact of useful lives/ depreciation rates arising on its first application. If a fixed assets has zero remaining useful life on the date of Schedule II becoming effective, i.e., 1 April 2014, its carrying amount, after retaining any residual value, is charged to the opening balance of Reserves & Surplus. The carrying amount of other fixed assets, i.e., fixed assets whose remaining useful life is not Nil on 1 April 2014, is depreciated over their remaining useful life. During the year 2014-15, the company has adjusted Rs.47.00 Lacs with balances of reserves & surplus. However, this change in accounting policy did not have a material impact on the profit for the current year.

3. Use of Estimates

The preparation of financial statements in accordance with the Generally Accepted Accounting Principles (GAAP) requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date and the results of operations during the reporting period. The actual results could differ from these estimates. Any revision to such accounting estimates is recognised in the accounting period in which such revision takes place.

4. 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.

5. Depreciation

- 5.1 Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life and is provided on a straight-line basis over the useful life as prescribed in Schedule II to the Act, unless otherwise specified.
- 5.2 Depreciable amount for assets is the cost of an asset less its estimated residual value.
- 5.3 In case of additions or deletions during the year, depreciation is computed from the month in which such assets are put to use and up to previous month of sale, disposal or held for sale as the case may be. In case of impairment, depreciation is provided on the revised carrying amount over its remaining useful life.

6. Revenue Recognition

- 6.1 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.
- 6.2 Sales are recognized when the significant risks and rewards of ownership in the goods are transferred to the customer and are recognised net of trade discounts, rebates, sales tax and excise duty
- 6.3 Revenues/Incomes and Cost /Expenditures are generally accounted on the accrual basis, as they are earned or incurred.
- 6.4 Dividend income is accounted when the right to receive is established and known.

7. Inventories

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

- 7.1 Raw material, consumables and stores and spares are valued at the lower of cost or net realizable value.
- 7.2 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.
- 7.3 Finished goods is valued at the lower of cost or net realizable value.
- 7.4 Company has followed FIFO basis of valuation of its stock sold.

8. Investments

- 8.1 The cost of an investment includes incidental expenses like brokerage, fees, and duties incurred prior to acquisition.
- 8.2 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.
- 8.3 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.
- 8.4 Advance for share application money are classified under the head "Investment".

9. 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 Liability on excess depreciation charged effected due to applicability of Companies Act 2013 adjusted in Reserve & Surplus.

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.

10. Foreign Currency Transaction

Foreign currency transactions are recorded at the exchange rates 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.

11. Retirement and other Employees' Benefits

11.1 **Provident Fund** : Provision of Provident Fund is not applicable to the company.

11.2 **Gratuity** : No provision for gratuity has been made as there is no amount due towards.

12. 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.

13. 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.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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

I. Presentation and disclosure of financial statements:

During the year ended 31 March 2015, 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.

II. Directors' and Auditors' Remuneration

Particulars	2014-15 (Rs.)	2013-14 (Rs.)
Director's Remuneration	6,00,000.00	6,00,000.00
Auditor's Remuneration	30,000.00	30,000.00

III. Foreign Exchange

Particulars	2014-15 (Rs.)	2013-14 (Rs.)
Earnings	NIL	NIL
Outgo-Import of Material	2.22	2.02

IV. Details of Key Managerial Personnel :

Key Managerial Personnel	Nature of Payment	Amount
Mr. Akash Gupta	Director Remuneration	6,00,000/-
Mrs. Rama Gupta	Rent	1,80,000/-

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

Name of Enterprises	Nature of Transaction	Balance as on 31.03.2015
Natural Infracity Private Limited	Share Application Money	15,00,000 Dr.
Global Glass Technologies Private Limited	Share Application Money	91,000.00 Dr.
Vatsal Hotels Private Limited	Share Application Money	12,75,000 Dr.
Shree Bankey Behari RCC Products Private Limited	Share Application Money	1,48,70,000 Dr.
Dimension Consulting Pvt. Ltd	Share Application Money	2,71,00,000 Dr.

VI. Basic and Diluted Earning Per Share is Re 0.11 (Previous Year – Re. 0.10).

VII. Deferred Tax Liability /(Assets) :

As required by Accounting Standard on 'Accounting for Taxes on Income' (AS-22) issued by ICAI ,

Items	Deferred Tax Liability /Assets as at 01.04.2014	Current Deferred Tax	Deferred Tax Liability/ Assets as at 31.03.2015
Difference between book and tax depreciation	46,21,181	55,67,525	1,01,88,706
Unabsorbed Dep/Loss	NIL	NIL	NIL
Timing Difference-Merger Expenditure	(5,88,079)	2,94,040	(2,94,039)
Total Timing Difference	40,33,102	58,61,565	98,94,667
Deferred Tax Liabilities/Assets	12,46,228	18,11,224	30,57,452

VIII. 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 KPMC & Associates
Chartered Accountants
Firm Reg. No. 005359C

For and on behalf of the Board of
CCL International Limited

(SANJAY MEHRA)
Partner
M No. 075488

RAMA GUPTA
(Managing Director)

ANIL KUMAR
(Director)

AKASH GUPTA
(Director)

Place : Delhi
Dated : 30.05.2015

CASH FLOW STATEMENT (PREPARED PURSUANT TO LISTING AGREEMENT)

Particulars	For the year ended March 31	
	2015	2014
		in ?
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit after Tax and Extra ordinary Items :	10268367	9915255
Adjustment for --		
Depreciation and Amortisation	12788663	11343916
Provision for Tax	3021361	2812373
Deferred Tax Income	1811224	1190007
Agriculture Income Received	-	(678408)
Interest Paid	13137394	6562109
Interest Received	(403372)	(1685805)
Operating profit before working capital changes	40623637	29459447
Changes in Assets and Liabilities :		
Trade and other receivables	103472975	(84825238)
Inventories	(29164474)	9265501
Short Term Advances	(884958)	19196366
Bank Over draft	(44354791)	57899523
Expenses Payable	1656675	(433961)
Trade Payables	(54010957)	29498429
Cash Generated from operation:	17338106	60060067
Income Tax Paid	2980941	5116725
NET CASH GENERATED BY OPERATING ACTIVITIES (A)	14357165	54943342
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in Shares & Other Investment	(6000000)	(6000000)
Change in Long Term Loans & Advances	70480000	32219000
Capital Advance for Property	-	10000000
Purchase of Fixed Assets	(29445545)	(96472582)
Change in Deposits	(17562809)	(1989268)
Change in Short Term Loans & Advances	(4384102)	10912742
Agriculture Income Received	-	678408
Interest Received	403372	1685805
NET CASH USED IN INVESTING ACTIVITIES (B)	13490916	(48965895)
CASH FLOWS FROM FINANCIAL ACTIVITIES		
Secured Loan Taken / (Repaid)	18156614	13804719
Interest Paid	(13137394)	(6562109)
Dividends Paid (including corporate dividend tax)	(5576530)	(5576530)
Unsecured Loan Taken / (Repaid)	-	(4900000)
NET CASH USED IN FINANCING ACTIVITIES (C)	(557309)	(3233920)
NET INCREASE/ (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	27290772	2743527
ADD: CASH & CASH EQUIVALENT AT THE BEGINNING OF THE PERIOD	45186139	42442612
CASH & CASH EQUIVALENT AT THE END OF THE PERIOD	72476910	45186139

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, 2015. 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, 2015 to the members of the company

For KPMC & Associates
Chartered Accountant
Firm Reg. No. 005359C

Date: 30.05.2015
Place: Ghaziabad

(Sanjay Mehra)
Partner
M No. 075488



Registered Office:
M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, New Delhi-110033
E-mail: cclinternational2008@gmail.com Phone: 0120-4214258

BALLOT FORM

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

I/We hereby exercise my/our vote in respect of the Resolutions(s) to be passed for the business stated in the Notice of the 24th Annual General Meeting of the company dated 30th September, 2015, by conveying my/our assent or dissent to the said Resolution (s) by placing the tick (✓) mark at the appropriate box below

Resolu tion No.	Resolution	For	Against
1.	Adoption of Financial Accounts for the year ended 31st March, 2015.		
2.	Re-appointment of Mr.Akash Gupta, who retires by rotation.		
3.	Declaration of Dividend		
4.	Ratification of Auditor's Appointment		
5.	Ratification of the Remuneration of Cost Auditor		
6.	Appointment of Mr. Akash Gupta as a Managing Director & Chief Executive Officer of a company.		
7.	Consolidation of Equity Shares from Rs. 2/- to Rs. 10/-		
8.	Appointment of Mr. Mukesh Kumar Sharma as a Professional Director.		

Place: _____
Date: _____

Signature of Shareholder

Notes: Please read the instructions carefully

INSTRUCTIONS

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

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

24th Annual General Meeting: Wednesday, 30th September, 2015 AT 12:30 P.M.

DP ID Client ID 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 **Wednesday, September 30, 2015** at 12:30 P.M at Hotel Golden Palm, Plot No. 6C, Madawali, Fazalpur, Delhi-92

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

Signature

CCL INTERNATIONAL LIMITED

Proxy Form

CIN No.: L26940DL1991PLC044520

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

24th ANNUAL GENERAL MEETING: WEDNESDAY, 30th SEPTEMBER, 2015 AT 12:30 P.M

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

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 24th Annual General Meeting of the Company, to be held on: **WEDNESDAY, 30th SEPTEMBER, 2015 AT 12:30 P.M.** at Hotel Golden Palm, Plot No. 6C, Madawali, Fazalpur, Delhi-92 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
1.	Adoption of Financial Accounts for the year ended 31st March, 2015.		
2.	Re-appointment of Mr.Akash Gupta, who retires by rotation.		
3.	Declaration of Dividend		
4.	Ratification of Auditor's Appointment		
5.	Ratification of the Remuneration of Cost Auditor		
6.	Appointment of Mr. Akash Gupta as a Managing Director & Chief Executive Officer of a company.		
7.	Consolidation of Equity Shares from Rs. 2/- to Rs. 10/-		
8.	Appointment of Mr. Mukesh Kumar Sharma as a Professional Director.		

Signed this _____ day of _____ 2015
Signature of shareholder _____
Signature of Proxy holder(s) _____

Affix Revenue
Stamp of Rs 1/-

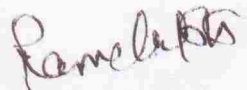




NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, New Delhi-110033., not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

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 Statement s for the Year ended	31 st March 2015
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. Hari Om Agarwal 
	• Auditor of the company	Refer our Audit Report dated 30.05.2015 For KPMC & Associates Chartered Accountant Firm No. 005359C  (Sanjay Mehra) Partner (M.No. 075488)  Delhi, 30 th May, 2015