



CCL
International Ltd.

Dated : - October 14, 2016

To,
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor , New Trading Ring,
Rotunda Buildings,
P.J Towers , Dalal Street Fort,
Mumbai - 400001

Sub:- Submission of Annual Report for the Financial Year 2015 – 2016

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for the Financial Year 2015 – 2016.

This is for your information and record. Kindly acknowledge the Receipt.

Thanking You,

Yours Sincerely,

For CCL International Limited
For CCL International Limited

Shivi Sharma

Shivi Sharma Company Secretary
(Company Secretary & Compliance Officer)

CC:

The Delhi Stock Exchange Ltd
Listing Department, DSE House,
3/1, Asaf Ali Road, New Delhi-110002

The Stock Exchange Ahmadabad
Kamdhenu Complex, Opp. Sahajanand College,
Panjara Pole, Ahemdabad.

On Roads To Future



CCL International Ltd.

C-42, Opp. Yes Bank, RDC, Raj Nagar, Ghaziabad, India-201002
T: +91 120 4214258 | mail@creteroads.com | www.creteroads.com

Cotton | Commodities | Ceramics | Concrete | Hospitality | Creteroads



CCI
International Ltd.
crossing to future

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Annual General Meeting : Friday, 30 September, 2016

Time : 11:00 a.m

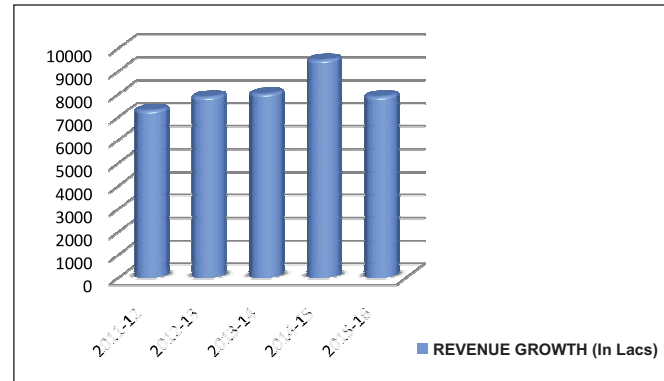
Venue : Hotel "Golden Palm" at Plot No.
6C, Mandawali, Fazalpur, Delhi 92

Forward Looking Statements

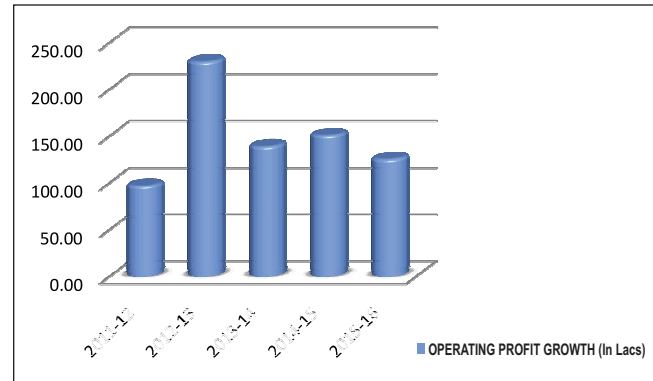
In this Annual Report, we have disclosed forward-looking information to enable investors to fully appreciate our prospects and take informed investment decisions. These include all statements including those regarding the financial position, business strategy, management plans and objectives for future operations. We have tried, where possible, to identify such statements by using words such as 'anticipate', 'expect', 'project', 'intend', 'plan', believe, and words of similar substance in connection with any discussion of future performance. Forward-looking statements are necessarily dependent on assumptions, data or methods that may be incorrect or imprecise and that may be incapable of being realized, and as such, are not intended to be a guarantee of future results, but constitute our current expectations based on reasonable assumptions. Actual results could differ materially from those projected in any forward-looking statements due to various events, risks, uncertainties and other factors. We neither intend to nor assume any obligation to update or revise any forward looking statements, whether as a result of new information, future events or otherwise.

KEY PERFORMANCE INDICATORS

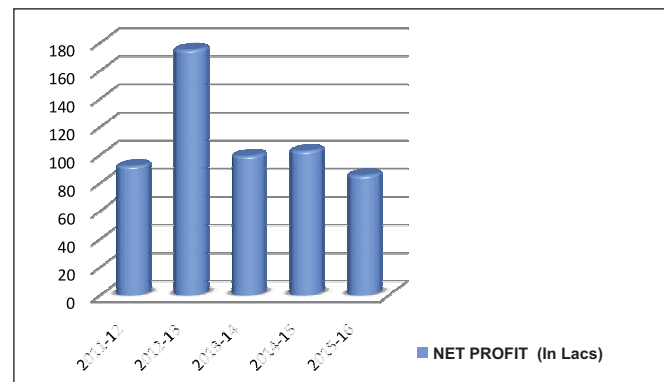
Revenue Growth (In Lacs)



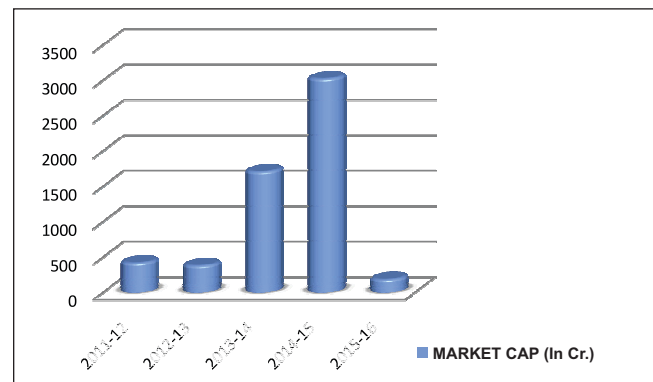
Operating Profit Growth (In Lacs)



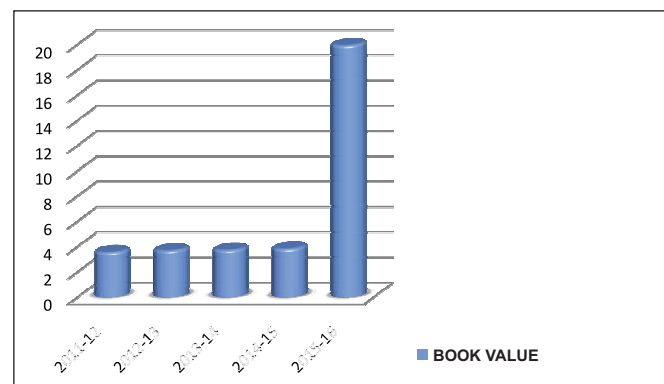
Net Profit (In Lacs)



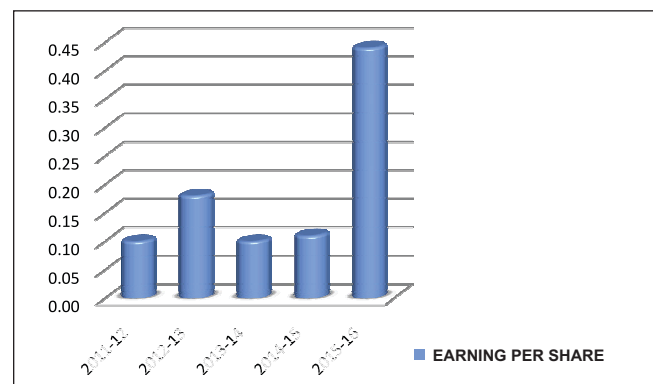
Market Cap (In Cr.)



Book Value



Earning Per Share



Note: During the year 2015-16, the company has consolidated every 5 (Five) existing equity shares of nominal face value of Rs. 2/- (Rupees Two Only) each fully paid up into 1 (One) equity share of nominal face value of Rs. 10/- (Rupees Ten Only) each fully paid-up.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Akash Gupta (Managing Director cum Chairman)
Rama 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 Directors

Mukesh Kumar Sharma (Professional Director)

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*

INTERNAL AUDITORS

*Vidya & Co.
703, Pragati Tower, 26, Rajendra Place, New Delhi-110008
Ph-No.011- 25764791, 25737148*

COST AUDITORS

*Neeraj Sharma & Co.
34, 1st Floor, Durga Tower, RDC Raj Nagar Ghaziabad-201002*

SECRETARIAL AUDITOR

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

COMPANY SECRETARY

Shivi Sharma

CHIEF FINANCIAL OFFICER

Shivam Agarwal

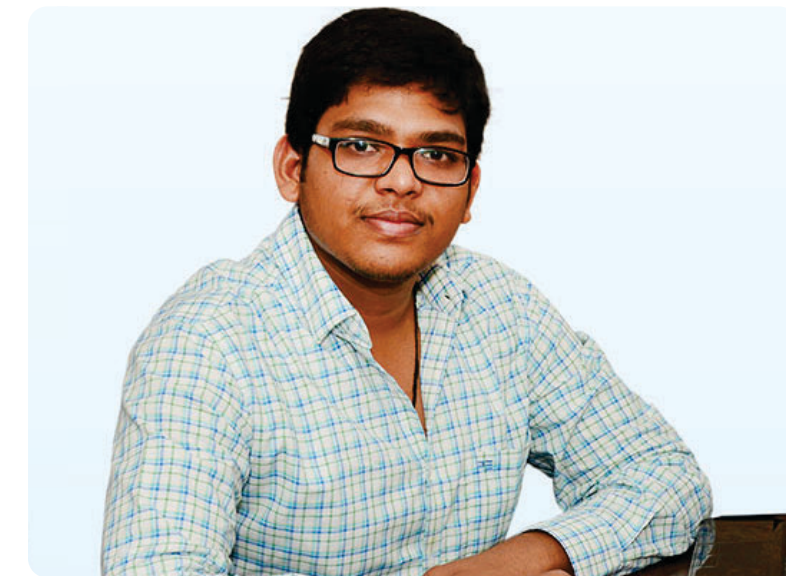
REGISTRAR & SHARE TRANSFER AGENT

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

LISTED AT

*BSE Limited
Delhi Stock Exchange*

MESSAGE FROM MANAGING DIRECTOR



Dear Shareholders,

“It is my privilege to present 2015-2016 Annual Report of “CCL International Limited” to our valued shareholders.”

Over the past year, despite significant challenges in our market, we continued to execute on our strategy to unlock greater value today, while building a solid foundation for future growth and consistent performance. We are making solid progress on the implementation of our strategic initiatives and will continue to strengthen our business to create sustainable, long-term value for our shareholders.

“CCL International Limited” continued its focus on legacy of caring, ensuring robust growth, innovative solutions and employee engagements as a part of its great philosophy.

As we look ahead, we are excited about the tremendous value creation opportunities in front of us as our dedicated management team continues to execute on our business strategy. We look forward to seeing you all at the Annual General Meeting.

Finally, I would like to thank all our shareholders, suppliers, communities and other stake holders for their unstinted support to the company during the year. I would also like to thank all my employees including my colleagues on the board for their tireless commitment to enhance the performance and well being of the company.

With Best Wishes,
Thank You for continued trust and support.

Akash
Akash Gupta
(Managing Director)



NOTICE

Notice is hereby given that **25th Annual General Meeting** of the Members of **CCL International Limited**, will be held as under to transact the following businesses:-

Day, Date : Friday 30th day of September, 2016

Time : 11:00 A.M.

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

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statement**

To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2016 together with the Report of the Board of Directors and Auditors' thereon.

2. **Re-appointment of Director**

To appoint a Director in place of Mrs. Rama Gupta (DIN No.00080613), who retires by rotation and being eligible, offers herself for re-appointment.

3. **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, 142 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended from time to time and pursuant to the recommendations of the audit committee of the Company, and pursuant to the resolution passed by the members at the AGM held on Sep 30, 2014, the Company hereby ratifies & confirms the appointment of M/s. KPMC & Associates, Chartered Accountants, (**Firm Registration No. 005359C**), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 28th Annual General Meeting of the Company to be held in the financial year ending 2019 (subject to ratification of the appointment by the members at every AGM held after this AGM), on a remuneration to be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. **Ratification of the remuneration of Cost Auditor**

To consider and if thought fit, to pass, with or without modifications, 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 2016-17, as set out in the Statement annexed to the notice convening this meeting, be and is hereby ratified."

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

5. **Adoption of new set of Article of Association as per Companies Act 2013**

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

"RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company"

"RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary,

expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

6. Borrowing Limit in excess of Paid up Capital and Free Reserves as per Companies Act, 2013

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

“**RESOLVED THAT** in supersession of the ordinary resolution passed by the Members on September 24, 2010 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”) and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to borrow by way of loan / debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits / guarantee for the purpose of the business of the Company any sum or sums of money, in Indian Rupees and / or in any foreign currency from time to time, from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India which together with the monies already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) at any time shall not exceed in the aggregate Rs. 100 Crore (Rupees One Hundred Crores only) and that the Board be and is hereby empowered and authorized to arrange or finalize the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

“**RESOLVED FURTHER THAT** the Board of Directors or Committee thereof be and is hereby authorized to execute such agreements, undertakings and other documents and to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

7. Creation of Charge / Mortgage on assets of the Company

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

“**RESOLVED THAT** in supersession of the ordinary resolution passed by the Members on September 24, 2010 and pursuant to Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”) and any other applicable laws, if any and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company, in such form and manner and with such ranking and at such times and on such terms as the Board may in its absolute discretion determine, on all or any of the moveable and / or immovable properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, in favour of the Lender(s), Agent(s) and Trustee(s) and other bodies/persons, to secure the borrowings of the Company and / or the Company's subsidiaries / affiliates / associate companies, availed / to be availed by way of loan(s) (in foreign currency and/or Rupee currency) and / or securities (comprising of fully / partly Convertible Debentures and / or Non Convertible Debentures with or without detachable or non-detachable Warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Act, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / deed(s) and Agreement(s) / Debenture Trust Deed(s) or any other document(s), entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / securities and containing

such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) as the case may be.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

8. Revision in the remuneration of Mr. Akash Gupta (DIN: 01940481), Managing Director and CEO of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the shareholders be and is hereby accorded for revision in the remuneration of Mr. Akash Gupta [DIN: 01940481],

“**RESOLVED FURTHER THAT** except for the revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company, as approved by the resolution passed at 24th the Annual General Meeting of the Company held on September 30, 2015 shall remain unchanged”.

“**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits, then the provisions of Schedule V of the Companies Act, 2013, shall be applicable.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within

the overall limits as specified under the relevant provisions of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

9. Appointment of Ms. Sonam Sharma (DIN : 07603977) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provision of Section 149, 152 read with Schedule IV and other applicable provision, if any, of the Companies Act, 2013, ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory Modifications or re-enactment thereof for the time being in force) and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Sonam Sharma who is eligible to be appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years for a term up to September 29, 2021”.

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

By Order of the Board of Director

Sd /-
(Akash Gupta)
Chairman
DIN 01940481

Place: Delhi
Dated: 31.08.2016

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of

- companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
2. The Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Special Business under items 4 to 9 set out above to be transacted at the Annual General Meeting is annexed hereto and form part of this Notice.
 3. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
 4. The Register of Members and Share Transfer Book ("Books") of the Company will remain closed from the **Thursday, 22nd September, 2016 to Friday, 30th September 2016 (both days inclusive)**.
 5. The relevant details of Directors seeking appointment/ re-appointment under item No. 2 and 9 in pursuant to Regulation 36 (3) of the SEBI (Listing Regulation and Disclosure Requirements) Regulations, 2015, are annexed hereto and form part of this Notice.
 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 be transferred to the Investor Education Protection Fund.
 7. Relevant documents referred in the accompanying Notice shall be available at the Registered Office of the Company for inspection between 10:00 A.M. to 11:00 A.M. on all working day up to the date of ensuing Annual General Meeting to be held on 30th September, 2016.
 8. Members seeking any information or having queries with regards to annual 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/authorized representative are requested to 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 Depository Services (India) Limited (CDSL) for Dematerialization of shares.
 13. As per SEBI direction for having Common Transfer Agency for physical as well as Demat mode, the Company has appointed M/s. Alankit Assignments Ltd, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055; Phone No. 011- 42541234; Fax No. 42541204; e-mail: info@alankit.com; as RTA for both modes.
 14. The Notice of the AGM along with the Annual Report 2015-16 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. The facility for voting through poll paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

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 richagulati14061989@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, or call on toll free no.: 1800-222-990
- 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 attendance slip.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:
 17. The E-voting period commences on Monday, September 26, 2016 (9.00 a.m. IST) and ends on Thursday, September 29, 2016 (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 Thursday, September 22, 2016, 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.
 18. Ms. Richa Gulati, Practicing Company Secretary (CP No. 11283) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
 - i. A Member can opt for only one mode of voting i.e. either through e-voting or by poll at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and poll at the AGM shall be treated as invalid.
 - ii. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.

By Order of the Board of Director

**Place: Delhi
Dated: 31.08.2016**

**Sd /-
(Akash Gupta)
Chairman
DIN 01940481**

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. 4 to 9 of the accompanying Notice dated August 31, 2016.

Item No. 4

M/s. Neeraj Sharma & Co, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2016-17 by the Board of Directors, in its meeting held on August 12, 2016, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of Rs.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 or their relatives is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

Item No. 5

CCL International Limited was incorporated as Gupta Cements Private Limited on June 04, 1991 under the provisions of the Companies Act, 1956. The existing Articles of Association ("AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

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

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Shareholders

Item Nos. 6 and 7

To finance the working capital requirements and the capital expenditure programme, the Company would be required to raise funds through borrowings and it may be required to have the borrowings secured by way of mortgage and / or charge on the immovable and movable properties of the Company both present and future.

Section 180(1)(a) of the Companies Act, 2013 provides inter alia, that the Board of Directors of a Company shall not without the consent of the Company in General Meeting sell, lease otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

Since the mortgaging by the Company of its immovable and movable properties as aforesaid in favour of Financial Institutions/ Banks may be regarded as disposal of the Company's properties/ undertakings, it is necessary for the Members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of the mortgage/ charge.

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

The Board commends the Special Resolution set out at Item No. 6 & 7 of the Notice for approval by the Shareholders.

Item No. 8

Mr. Akash Gupta has been appointed as a Managing Director and Chief Executive Officer of the Company for a period of five years from 30.09.2015 to 29.09.2020. In terms of Section 197 & 198, of the Companies Act, 2013 ('the Act') as amended or re-enacted from time to time, read with Schedule V of the Companies Act, 2013, rules made thereunder and any other applicable provisions of the Companies Act 2013, Remuneration of Mr. Akash Gupta (Managing Director and CEO of the Company) is proposed to be increase from Rs. 70,000/- to Rs. 1,00,000/- w.e.f. 01.04.2016 subject to the approval of shareholders. Further the annual increments within the limit of the

Companies Act, 2013 read with schedule V will be effective from 1st April each year and will be decided by the Remuneration Committee and the Board of Directors of the Company on the basis of merit and performance of the Company.

Since there has been a considerable increase in the duties and responsibilities performed by the Managing Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 12.08.2016, on the recommendations made by the nomination and remuneration committee, has approved the proposal to increase the salary of Mr. Akash Gupta, Managing Director & CEO of the Company from the present Rs. 70,000/- per month to Rs. 1,00,000/- per month w.e.f. 01.04.2016. Except for the aforesaid revision in salary, all other terms and conditions of his

appointment as the Managing Director of the Company as approved earlier, shall remain unchanged.

In the event of absence or inadequacy of profits, the provisions of Schedule V of the Companies Act, 2013 shall be applicable for payment of remuneration to Mr. Akash Gupta effective from April 01, 2016 to Sep 29, 2020.

Except Mr. Akash Gupta Mrs. Rama Gupta and Mr. Anil Kumar, 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.

The Board commends the Special Resolution set out at Item No.8 of the Notice for approval by the Shareholders.

STATEMENT PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013

| GENERAL INFORMATION | | |
|---------------------|--|--|
| S. No. | Particulars/Subject | Information |
| 1. | Nature of industry | Construction Industry |
| 2. | Date or expected date of commencement of commercial production | The Company is in the business of construction since the year 2012. |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not Applicable |
| 4. | Financial performance based on given indicators. | During the financial year ended on 31st March, 2016 the turnover of the Company was ` Rs. 79.00 Cr. and Profit Before Tax (PBT) was Rs.1.25 Cr. Whereas during the financial year ended on 31st March, 2015, the turnover of the Company is Rs. 94.92 Cr. and Profit Before Tax (PBT) is 1.51 Cr. The management has worked efficiently in the best interest of the Company and the Company is expanding its activities across the nation despite sluggish market conditions |
| 5. | Foreign Investments or collaborators, if any | Not Applicable |

| INFORMATION ABOUT THE APPOINTEE | | |
|---------------------------------|--|--|
| S. No. | Particulars/Subject | Information |
| 1. | Background Details & Recognition or Awards | Mr. Akash Gupta holds a degree of B.Tech from reputed Institute of Greater Noida. Mr. Akash Gupta has varied experience in the business of real estate, construction, building products, textile and information management. He is an able and successful entrepreneur under whose leadership the Company could achieve and maintain impeccable operational standards. |

| | | |
|----|---|---|
| 2. | Past remuneration | Rs. 80,000 (70,000+10,000 conveyance) |
| 3. | Job profile and his suitability | Subject to the superintendence, direction and control of the Board, the day-to-day management and administration of the Company is vested with Mr. Akash Gupta and considering the pivotal role performed by him in the past and his expertise & experience, he can add immense value to the Company. |
| 4. | Remuneration proposed | Remuneration as proposed is set out in resolution proposed above. The remuneration to Mr. Akash Gupta has been recommended by the Nomination & Remuneration committee. |
| 5. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person | The remuneration as proposed is as per Industry Standards and commensurate with the position and profile of Mr. Akash Gupta and the responsibilities shouldered by him. |
| 6. | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any | Except the remuneration and travel allowance as stated above, Mr. Akash Gupta holds 1116550 shares in the Company and his relation with Mrs. Rama Gupta and Mr. Anil Kumar, he has no other direct or indirect pecuniary relationship with the Company. |

| iii OTHER INFORMATION | | |
|-----------------------|---|--|
| S. No. | Particulars/Subject | Information |
| 1. | Reasons of loss or inadequacy of profits | The company had majorly focused on Infrastructure Division instead of Trading Division. |
| 2. | Steps taken or proposed to be taken for improvement | The Company has a number of ongoing project/projects in the pipeline which will enable it to improve financial performance in years to come. |
| 3. | Expected increase in productivity and profits in measurable terms | With new business initiatives undertaken by the Company, the profits are expected to improve subject to favorable market condition |

IV. DISCLOSURES

The Corporate Governance Report forms part of the Annual Report for the year and the remuneration package and other terms applicable to the Directors have been disclosed therein.

Item No. 9

The Board of Directors of the Company, after reviewing the provisions of the Act, rules made thereunder and SEBI (LODR) Regulations, 2015, is of the opinion that Ms. Sonam Sharma fulfils the conditions specified in the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Rules made thereunder and is independent of the management and is eligible to be appointed as Independent Director of the Company.

The Company has received a declaration from Ms. Sonam Sharma that she meets the criteria of independence as provided in Section 149(6) of the

Companies Act, 2013, alongwith their consent in writing to act as Director in Form DIR-2 prescribed under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Nomination and Remuneration Committee has recommended the appointment of Ms. Sonam Sharma as an Independent Director. The resolution seeks approval of the members in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of her as Independent Director for the tenure as mentioned in the resolutions mentioned in the notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act and the SEBI (LODR) Regulations, 2015, the appointment of her as Independent Directors is now being placed before the members for their approval. The terms and conditions

of appointment of her shall be open for inspection by the members at the registered office of the Company during normal business hours on all working day till the date of AGM. A brief profile of her is attached as Annexure A.

Except Ms. Sonam Sharma, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.9 of the Notice for approval by the Shareholders

By Order of the Board of Director

Place: Delhi
Dated: 31.08.2016

Sd /-
(Akash Gupta)
Chairman
DIN 01940481

ANNEXURE-A

Pursuant to Regulation 36 (3) of the SEBI (Listing Regulation and Disclosure Requirements) Regulations, 2015,

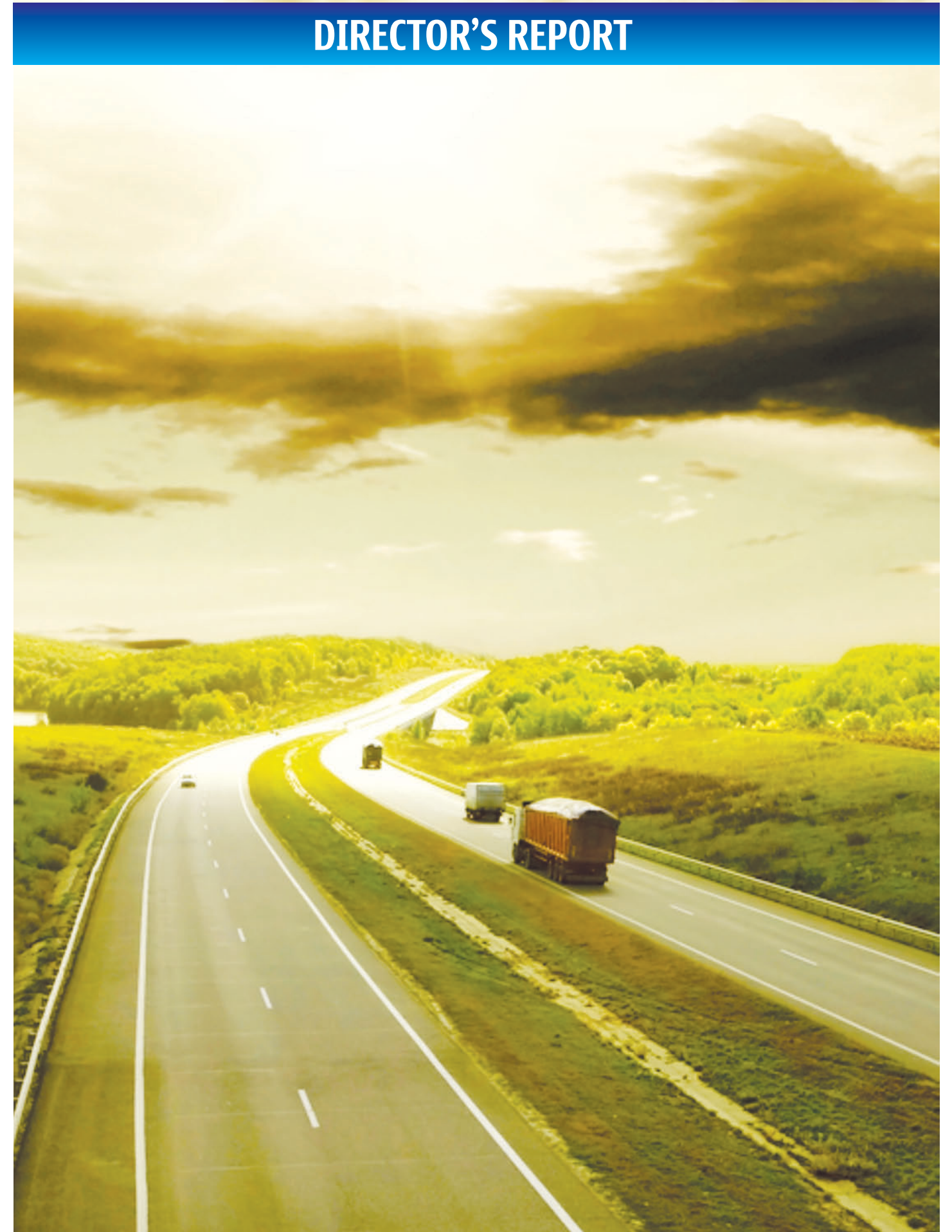
Details of Directors seeking Appointment/Re-appointment are as under:

| | |
|---|--|
| Name of Director | Mrs. Rama Gupta |
| Date of Birth/ Age | 30.08.1966/50 Yrs. |
| Date of Appointment | 04/10/2008 |
| Qualifications | She has completed her B. Ed from a reputed college. |
| Expertise in specific functional Area | 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 function in this industry. She is responsible for execution of projects and work related thereto. She has also played a Key role in development and system integration of the company. |
| Directorship held in other public Companies | M/s. AAR Securities Limited M/s. AAR Infracity limited |
| Committee Positions held in CCL | Member in Audit Committee and Stakeholder's Relationship Committee |
| Committee Positions in other Public Companies | Nil |
| Number of Shares held | 1038361 (5.41%) |

| | |
|---|---|
| Name of Director | Ms. Sonam Sharma |
| Date of Birth/ Age | 05.01.1989/ 27 Yrs. |
| Qualifications | She has completed her Graduation from Delhi University. |
| Expertise in specific functional Area | She is expert in public relationship & having good skills to manage people. |
| Directorship held in public Companies | Nil |
| Committee Positions in Public Companies | Nil |



DIRECTOR'S REPORT



DIRECTORS' REPORT

To,
The Members,
CCL INTERNATIONAL LIMITED

Your Directors have the pleasure in presenting the **25th Annual Report** together with Audited Financial Statement of the Company for the Financial Year ended 31st March 2016.

1. Financial Results:

The financial performance of your Company for the year ended March 31, 2016 is summarized below :

(Rs. In Lacs)

| Particular | Current Year | Previous Year |
|--|---------------|---------------|
| | 31.03.2016 | 31.03.2015 |
| Sales & Other Income | 7900.23 | 9492.45 |
| Profit Before Depreciation , Interest & Tax | 386.38 | 390.99 |
| Less: | | |
| Interest | 134.31 | 112.09 |
| Depreciation & Amortization | 126.65 | 127.89 |
| Profit/(Loss)Before Tax | 125.42 | 151.01 |
| Provisions | | |
| - Provision for Taxation | 29.15 | 30.21 |
| - Provision for Current year Deferred Tax Liability | 10.94 | 18.11 |
| Profit/(Loss) after Tax | 85.33 | 102.69 |
| Appropriations | | |
| - Profit Brought Forward from Previous Year | 497.69 | 403.76 |
| - Excess Depreciation Charges adjusted in Reserve & Surplus& Prior period Adjustment | 0.00 | 47.00 |
| - Proposed Dividend | 47.98 | (47.98) |
| - Corporate Dividend Tax (CDT) | 7.78 | (7.78) |
| Profit/Loss Carried to Balance Sheet | 638.78 | 497.69 |

2. Company Performance:

During the year under review, the Company's operating performance was maintained at same level as that of previous financial year. The Net Sales reflects a marginal decline on account as the company is being focusing only on Infrastructure Division. The turnover of the company in the year is Rs. 7900.23 Lacs as compared to Rs. 9492.45 Lacs in the previous year. The profit before tax is Rs.125.42 Lacs (including exceptional item) as compared to Rs.151.01 Lacs for the previous year.

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 company has in the year under the review picked up road related orders. Despite the current uncertainties and challenges arise in the market conditions;the company has successfully demonstrated strong value addition in the infrastructure sector. In the year the company has not only accomplished the ongoing projects in time being manner but also proficient to acquire various new and innovative projects in the field of Infrastructure Segment. The capital expenditure was principally on account of ongoing expansion projects in the infrastructure development industry in the state of Meghalaya, Assam, Mizoram & Nagaland, etc. The company feels proud in knowing that our continuing efforts are being cherished and acknowledged all over the nation.

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.

During the year, the Company stepped in various other organizations like Border Road Organization and National Highways Authority of India which is expected to be more profitability in infrastructure division in the coming months. With the commissioning of this endeavor the Company is being able to introduce German

Technology in various regions which affect the goodwill and profitability of the company.

The Directors and the management placed on record the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support. Other factors which contributed for smooth performance of companies operational activities can be noted to be better price realization, richer product mix, effective & efficient work efforts.

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



DIVISIONS OF BUSINESS

CHIRAWA COMMODITIES

- Cotton Fabrics
- Whole Spices
- Iron and Steel

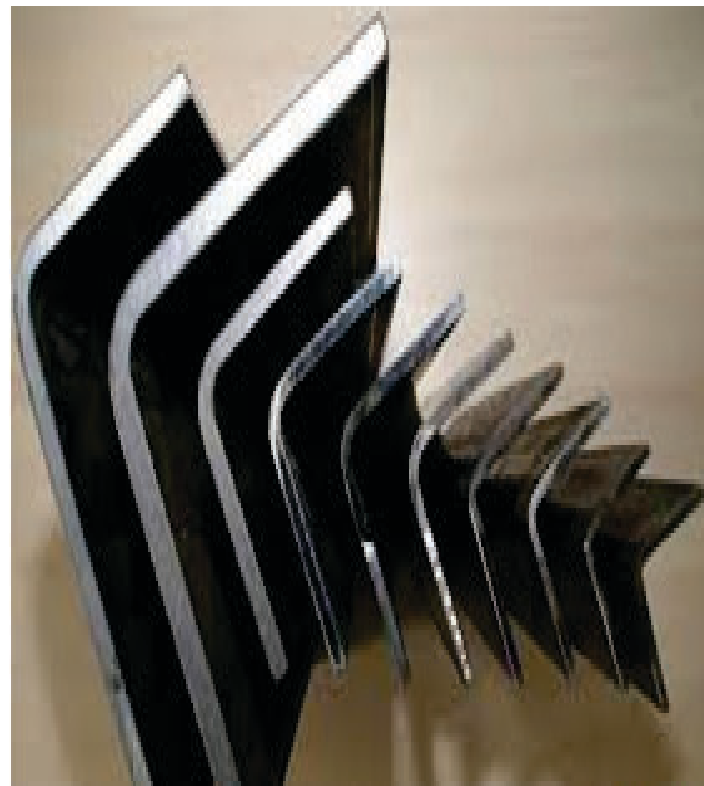
CRETEROADS CONSTRUCTION

- 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. CRETEROADS CONSTRUCTION

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

The construction division holds a unique strength in Infrastructure field and famously known by German Technology. Our collaborations with Evocrete Industries GMBH, Germany for design and creation of every Soil roads be it rocky or clayey mountains make its well-known engineered-company. We have achieved trust of every client helping us with order book of more than Rs. 500 million.

“**EvoCrete**” 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.

The company began working with the German Technology in the year 2012-2013. Using this technology last year and since then the Company has bagged various infrastructure development projects operational in many parts of the country which are based on the same German Technology. Evocrete! CCL has brilliantly used its management skills and expanded its reach to other field i.e real estate and infrastructure development activities.

The company has expanded its horizons to undertake various other areas i.e low-costing projects at affordable rates, real estate & other infrastructure activities. The company has experienced working in most difficult /risky parts of North-East to gain achievement.

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 bridges, civil engineering structures, soil, highway pavements, water containment structures, sewers, roofing, and housing in India.

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 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.

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



During the year, the order book of the company are as under:

Project under Ongoing Stage:

| S.No. | Projects | State | Value (In. Cr.) |
|-------|--|-----------|-----------------|
| 1 | Roads Projects | Meghalaya | |
| | ➤ AmpatiPurakhasia Road 28.00 Km. | | 36.72 Cr. |
| | ➤ Improvement including widening to double lane on songsak –Mendipathar Road (12th -26th)=15.00 KM | | 15.00 Cr. |
| | ➤ Construction of Road from Betasing to Mellim (15.360 KM) | | 21.15 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) | | 20.28 Cr. |
| 2. | Bridge Projects | | 10.96 Cr. |

The Company has received Letters of Award (LoAs) for the following Projects in India for the year 2015-16:

| S.No. | Projects | State | Value |
|-------|------------------------------------|---------|-----------|
| 1. | Sarupathar Naojan Bokajanghat road | Assam | 19.19 Cr. |
| 2. | Hisar Sulemanki (NH-10) road | Haryana | 3.65 Cr. |

4. Material Changes in Business Operations

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. Hence, the business of trading of concrete pipes has been closed.

During the year, after being approved by shareholders, the company has consolidated

every 5 (Five) existing equity shares of nominal face value of Rs. 2/- (Rupees Two Only) each fully paid up into 1 (One) equity share of nominal face value of Rs. 10/- (Rupees Ten Only) each fully paid-up.

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, 17 Board Meetings were held in the financial year 2015-16. The details of the meeting are disclosed in the Corporate Governance Report forming part of this Annual Report.

7. Audit Committee

The Audit Committee of the Board of Directors of the Company is duly constituted in accordance with the provisions of Sections 177 (8) of the Companies Act, 2013, read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015. 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:

During the financial year 2015-16, your Company had not accepted any deposits within the meaning of the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

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. The details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as stipulated under section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as follows:

Conservation of Energy & Technology Absorption:

The Company does not have any manufacturing facility, the other particulars required to be provided in terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable. Nevertheless, during the period the Company continued its endeavor to conserve energy through various modes. Energy conservation continues to be a focus area for the Company. Energy conservation measures are meticulously followed and conform to the highest standards.

Foreign Exchange Earnings and Outgo:

| Foreign Exchange Earnings and Outgo: | (Rs. In cr.) | |
|--------------------------------------|--------------|---------|
| | 2015-16 | 2014-15 |
| a) Foreign Exchange earnings | 0.00 | 0.00 |
| b) Foreign Exchange outgo | 1.81 | 2.21 |

12. Details of Subsidiary / Joint Ventures / Associates

The company has not any subsidiary companies or joint venture or associates as on date.

13. Corporate Social Responsibility (CSR)

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

14. Directors & Key Managerial Personnel

In compliance with the provisions of the Companies Act, 2013, Mr. Akash Gupta (DIN 01940481) have been appointed as Managing Director & Chief Executive Officer on the Board of your Company for a period of five years with effect from 30.09.2015 to 29.09.2020.

Mr. Mukesh Kumar Sharma (DIN 03468219) have been appointed as Professional Director on the Board of Directors of your Company to hold office up to three (3) consecutive years up to March 31, 2018.

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.

15. 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 2015-16 as per the provisions of sub-section 7 of section 149 of the said Act. No independent director has been reappointed by the Company.

16. 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.

17. 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

18. Vigil Mechanism Policy

A detail of Vigil Mechanism Policy is mentioned in Corporate Governance Report.

19. Risk Management

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

20. 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.

21. Annual Evaluation- Board and its Committees

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and the SEBI (LODR) Regulations, 2015, the Board of Directors has carried out the annual performance evaluation of the entire Board, Committees and all the Directors based on the criteria laid down by the Nomination and Remuneration Committee. The criteria for evaluation of the Board performance has been mentioned in the Corporate Governance Report.

22. 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.

23. Related Party Transactions

Your Company has formulated a policy on related party transactions which is also available on Company's website. This policy deals with the review and approval of related party transactions.

All related party transactions entered during the Financial Year were in ordinary course of the business and on arm's length basis. No material

related party transactions were entered during the Financial Year by your Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable to your Company.

24. Managerial Remuneration and Particulars of Employees

The table containing the names and other particulars of employees in accordance with the provisions of Section 197 (12) of the Companies Act, 2013, read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure-I** to the Board's Report.

During the year under report, none of the employees was in receipt of remuneration in excess of the limits prescribed under section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment thereto.

25. Extract of the Annual Return

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as **Annexure-II** to this Report.

26. 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 to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 28th Annual General Meeting of the Company to be held in the financial year ending 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.

27. Cost Auditors

The Board of Directors had appointed M/s. Neeraj Sharma & Co, Cost Accountants, as the Cost Auditors of your Company for the financial year 2016-17, to conduct the audit of cost records

of your Company for its Work Contract segment. As per Section 148 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of your Company appointed M/s. Neeraj Sharma & Co., Cost Accountants, (Firm Registration No. 100466) as the Cost Auditor for the financial year 2016-17 on the recommendations made by the Audit Committee. The remuneration proposed to be paid to the Cost Auditor, subject to the ratification by the members at the ensuing AGM, would be not exceeding Rs. 20,000/- P.A (Rupees Twenty Thousand only) exclusive of applicable service tax and out of pocket expenses.

Your Company has received consent from M/s. Neeraj Sharma & Co., Cost Accountants, to act as the Cost Auditors of your Company for the financial year 2016-17 along with a certificate confirming their independence. As required under the Companies Act, 2013, a resolution seeking members' approval for the ratification of the remuneration payable to the Cost Auditors forms part of the Notice convening the Annual General Meeting for their ratification.

There are no qualification(s), reservation(s) or adverse remark(s) in the Cost Audit Report for the financial year ended March 31, 2016.

28. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Ms. Richa Gulati, Practising Company Secretary to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as **Annexure-III** to this Report.

29. Internal Auditors

M/s. Vidya & Co., Chartered Accountants, are Internal Auditors of the Company and their reports are reviewed by the Audit Committee from time to time.

30. 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 2016-2017 to BSE Ltd. where the Company's shares are listed.

31. 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 report on Corporate Governance as stipulated under the SEBI (LODR) Regulations, 2015 forms an integral part of this report and the requisite Certificate duly signed confirming compliance with the conditions of Corporate Governance is attached to the report.

32. Management Discussion and Analysis Report

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.

33. 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;
- 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;
- The directors had prepared the annual accounts on a going concern basis;
- 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
- 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.

34. Acknowledgements

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

- The bankers of the company as well as other Financial Institutions for the financial facilities and support.
- 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: 31.08.2016

Sd /-
(Akash Gupta)
Chairman
DIN 01940481

ANNEXURE-I

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 2016-17; | Only Mr. Akash Gupta (Managing Director of the company) is drawing salary of Rs. 80,000/- pm, No other director was remunerating. Hence, Ratio of Remuneration of Director v/s Median Employee Remuneration is 8:1. |
| 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/MD/CEO –60% b. Company Secretary – 8.70% c. 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 25% |
| 4. | The number of permanent employees on the rolls of company; | There were 89 employees in the Company as on March 31, 2016 |
| 5. | 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; | The average increase in salaries of employees other than managerial personnel in 2015-16 was 24.31%. Percentage increase in the managerial remuneration for the year was 60 %. |
| 6. | The remuneration is as per the remuneration policy of the company. | |

| ANNEXURE – II | | |
|---|---|---|
| Form No. MGT- 9 | | |
| Extract of Annual Return | | |
| As on Financial year ended on 31.03.2016 | | |
| 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, Jhandewalan 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/ Civil Engineering Works | 4210 | |
| (a) | Work contract operations | | 44.24% |
| (b) | Land/ Plots/Residential Units Commercial Complex | | 5.08% |
| 2. | Trading Division | ---- | |
| | Ferrous & Non Ferrous items | | 50.68% |

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

The company has not any subsidiary companies or joint venture or associates as on date.

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 | 18236657 | - | 18236657 | 19.00 | 3647331 | - | 3647331 | 19.00 | 0.00 |
| b) Central Govt. or State Govt. | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporate | 24390799 | - | 24390799 | 25.42 | 4878159 | - | 4878159 | 25.42 | 0.00 |
| d) Bank/Financial Institutions | - | - | - | - | - | - | - | - | - |
| e) Any other | - | - | - | - | - | - | - | - | - |
| SUB TOTAL:(A)(1) | 42627456 | - | 42627456 | 44.42 | 8525490 | - | 8525490 | 44.42 | 0.00 |
| (2) Foreign | | | | | | | | | |
| a) NRI-Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks/FI | - | - | - | - | - | - | - | - | - |
| e) Any other... | - | - | - | - | - | - | - | - | - |
| SUB TOTAL (A)(2) | - | - | - | - | - | - | - | - | - |
| Total Shareholding of Promoter (A)=(A)(1)+(A)(2) | 42627456 | - | 42627456 | 44.42 | 8525490 | - | 8525490 | 44.42 | 0.00 |

| | | | | | | | | | |
|---|----------|--------|----------|-------|---------|--------|---------|-------|-------|
| 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 | 24895 | - | 24895 | 0.13 | -0.02 |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| SUB TOTAL(B)(1): | 144624 | - | 144624 | 0.15 | 24895 | - | 24895 | 0.13 | -0.02 |
| (2) NonInstitutions | | | | | | | | | |
| a) Bodies Corporate | 27659525 | 967500 | 28627025 | 29.83 | 5875288 | 193500 | 6068788 | 31.62 | 1.79 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs.1 Lakhs | 7212377 | 197000 | 7409377 | 7.72 | 1291380 | 33900 | 1325280 | 6.91 | -0.81 |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lakhs | 17119420 | - | 17119420 | 17.84 | 3232152 | - | 3232152 | 16.84 | -1.00 |
| c) Qualified Foreign Investor | - | - | - | - | - | - | - | - | - |
| d) Any other (Non-Resident Indian/Foreign Individuals) | 2 | - | 2 | 0.00 | 485 | - | 485 | 0.00 | 0.00 |
| e) Trust | 8000 | - | 8000 | 0.01 | - | - | - | - | -0.01 |
| g) Foreign Portfolio Investor (Corporate) | 27096 | - | 27096 | 0.03 | - | - | - | - | -0.03 |
| h) NBFC | - | - | - | - | 15510 | - | 15510 | 0.08 | 0.08 |

| | | | | | | | | | |
|--|----------|---------|----------|-------|----------|--------|----------|-------|------|
| SUB TOTAL (B)(2): | 52026420 | 1164500 | 53190920 | 55.43 | 10414815 | 227400 | 10642215 | 55.45 | 0.02 |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 52171044 | 1164500 | 53335544 | 55.58 | 10439710 | 227400 | 10667110 | 55.58 | 0.00 |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 9479850 | 1164500 | 95963000 | 100 | 18965200 | 227400 | 19192600 | 100 | 0.00 |

(ii) Shareholding 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 | 1116550 | 5.82 | 200000 | - |
| 2 | Anil Kumar | 4957100 | 5.17 | - | 991420 | 5.17 | - | - |
| 3 | Anil Kumar(HUF) | 2000000 | 2.08 | - | 400000 | 2.08 | - | - |
| 4 | M/s. Fort Fertichem Sales Pvt. Ltd. | 3969400 | 4.14 | - | 793880 | 4.14 | - | - |
| 5 | Jyoti Gupta | 161250 | 0.17 | - | 32250 | 0.17 | - | - |
| 6 | Priya Gupta | 171250 | 0.18 | - | 34250 | 0.18 | - | - |
| 7 | Rama Gupta | 5191807 | 5.41 | - | 1038361 | 5.41 | - | - |
| 8 | Sunita Gupta | 11250 | 0.01 | - | 2260 | 0.01 | - | - |
| 9 | Varun Gupta | 161250 | 0.17 | - | 32250 | 0.17 | - | - |
| 10 | Tanvi Fincap (P) Ltd. | 20421399 | 21.28 | - | 4084279 | 21.28 | - | - |
| | Total | 42626456 | 44.42 | 1000000 | 8525490 | 44.42 | 200000 | - |

By virtue of consolidation, every 5 (Five) existing equity shares of nominal face value of Rs. 2/- (Rupees Two Only) each fully paid up has been consolidated into 1 (One) equity share of nominal face value of Rs. 10/- (Rupees Ten Only) each fully paid-up.

(iii) Change In Promoters' & Pg Shareholding

During the financial year 2015-16, there has been no change incurred in Promoters' Shareholding.

(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. | DOYEN COMMERCIAL PRIVATE LIMITED | 2600494 | 2.71 | 853667 | 4.45 |
| 2. | MOHIT JAIN | 2600494 | 2.71 | 333993 | 1.74 |
| 3. | TEJASWANI INFRASTRUCTURE PRIVATE LIMITED | 1334199 | 1.39 | 139 | 0.00 |
| 4. | A V GUPTA AND COMPANY PRIVATE LIMITED | 953800 | 0.99 | 190760 | 0.99 |
| 5. | MITHUN CHAMBUGONG MARAK | 921238 | 0.96 | 184248 | 0.96 |
| 6. | SHASHI MITTAL | 753135 | 0.78 | 175627 | 0.92 |
| 7. | OM NARAYAN SHARMA | 0 | 0.00 | 154830 | 0.81 |
| 8. | VIJAY KUMAR | 0 | 0.00 | 140000 | 0.73 |
| 9. | Good Shine Commerce Private Limited | 745735 | 0.78 | 138000 | 0.71 |
| 10. | BANGMATA TRADELINKS PRIVATE LIMITED | 691944 | 0.72 | 46673 | 0.24 |

Shareholding of Top-10 Shareholders includes Promoter group Shareholding but not includes Promoters and directors shareholding.

(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 | 1116550 | 5.82 |
| 2. | Rama Gupta | 5191807 | 5.41 | 1038361 | 5.41 |
| 3. | Anil Kumar | 4957100 | 5.17 | 991420 | 5.17 |
| 4. | Arvind Sharma | Nil | Nil | Nil | Nil |
| 5. | Mool Chand Garg | Nil | Nil | Nil | Nil |
| 6. | Hari Om Agarwal | Nil | Nil | Nil | Nil |
| 7. | Mukesh Kumar Sharma | Nil | Nil | Nil | Nil |
| Key Managerial Personnel | | | | | |
| 8. | Shivi Sharma | Nil | Nil | Nil | Nil |
| 9. | Shivam Agrawal | N/A | N/A | 100100 | 0.52 |

* 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

V 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 | 87396300.89 | - | - | 87396300.89 |
| ii) Interest due but not paid | 0.00 | - | - | 0.00 |
| iii) Interest accrued but not due | 0.00 | - | - | 0.00 |
| Total (i+ii+iii) | 87396300.89 | - | - | 87396300.89 |
| Change in Indebtedness during the financial year | | | | |
| Additions | 66265390.33 | - | - | 66265390.33 |

| | | | | |
|--|---------------------|----------|----------|---------------------|
| Reduction/Re-payment | (31548091.08) | - | - | (31548091.08) |
| Net Change | 34717299.25 | - | - | 34717299.25 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 122113600.14 | - | - | 122113600.14 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 122113600.14 | - | - | 122113600.14 |

VI 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. 70,000/- pm | Rs.8,40,000 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. 80,000/- pm | Rs. 9,60,000 PA |
| | Ceiling as per the Act | 42,00,000/- P.A | |

B. 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 | Mukesh Kumar Sharma | | |
| | (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 | |

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

| Particulars of Remuneration | Key Managerial Personnel | | | | Total |
|--|--------------------------|--------------------|--------------------|--------------------|---------------------|
| | CEO | CS | CFO | Total | |
| Gross Salary | | | | | |
| (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961. | - | 25,000/- Pm | 15000/- Pm | 40,000/- Pm | 4,80,000/- 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 | - | 25,000/- pm | 15,000/- pm | 40,000/- Pm | 4,80,000 P.A |

VIII. 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 | - | - | - | - | - |

By Order of the Board of Director

Place : Delhi

Dated : 31.08.2016

**Sd/-(Akash Gupta)
Chairman
DIN 01940481**



**ANNEXURE-III
Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[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.

I 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 compliances and expressing our opinion thereon.

Based on my 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, I hereby report that in our opinion, the Company has, during the financial year ended **31st March, 2016**, 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 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, 2016** according to the provisions of:

- (i) 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) I have also examined compliance with the applicable clauses of the following:
 - a. Secretarial Standards issued by the Institute of Company Secretaries of India.
 - b. The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE) & Delhi Stock Exchange (DSE) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 **ACS No.:** 30727

Date: 31 August, 2016 **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-IV

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.

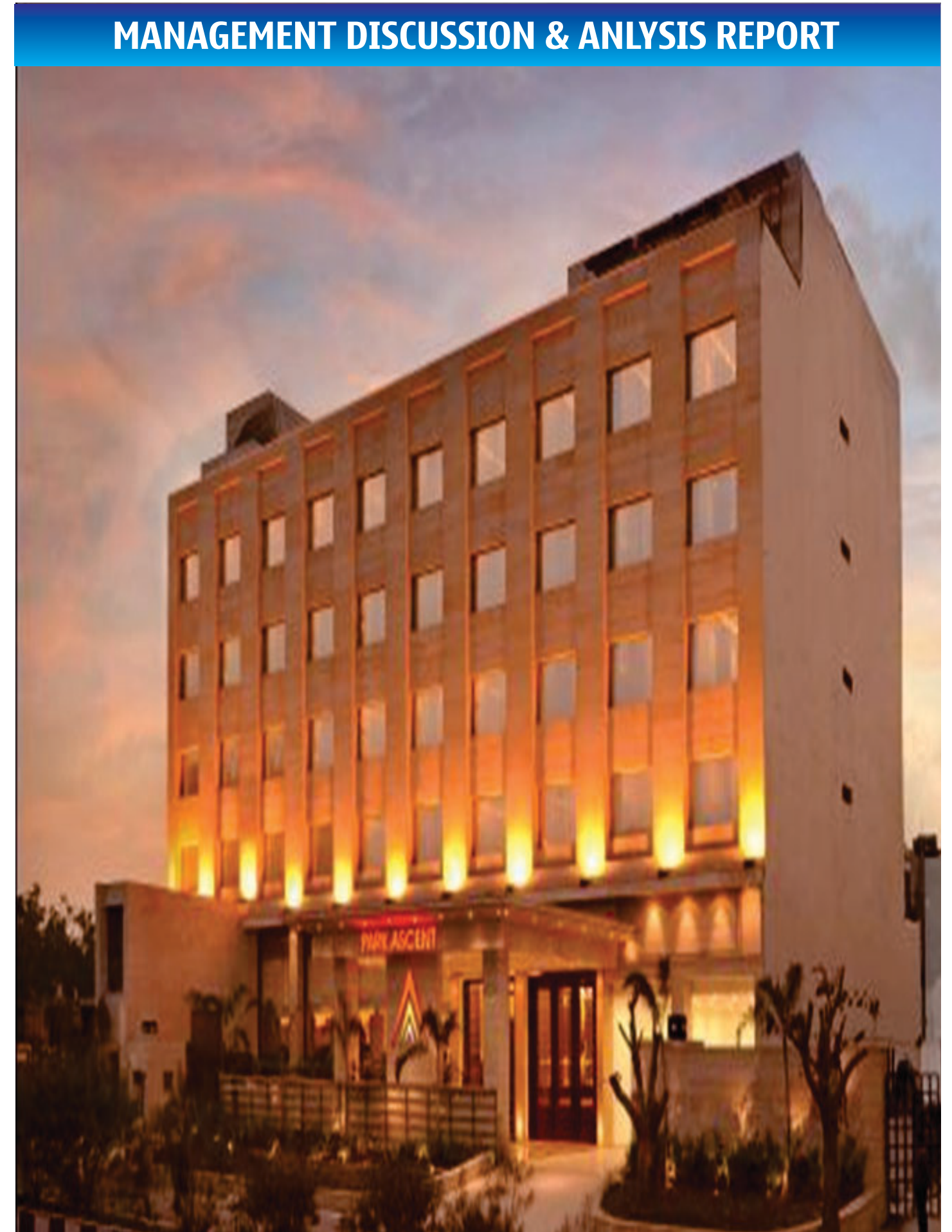
For **Richa Gulati**
Company Secretary

Richa Gulati
(Prop.)

Place: Ghaziabad
Date: 31 August, 2016

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

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. Company has strong in house integrated road infrastructure execution capabilities. It's a proud moment for the Company knowing that our efforts are being appreciated and recognized all over the nation.

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 | 2015-16 | 2014-15 |
|------------------------|---------|---------|
| Income from operations | 7861.15 | 9434.28 |
| Other Income | 39.08 | 58.17 |
| EBIDTA | 386.38 | 390.99 |
| Net Profit | 85.33 | 102.68 |
| Earning Per Share | 0.44 | 0.11 |

Share Capital : The Company's paid-up share capital stood at Rs. 19, 19, 26,000 as on March 31, 2016.

Reserves and Surplus : The Company's reserves increased from Rs.1768.73 Lacs in 2014-15 to Rs. 1909.82 Lacs in 2015-16.

Income from Operations : The Company's financials reflect slight decline in Income from Rs. 9434.28 Lac in 2014-15 to Rs.7861.15 Lac in 2015-16.

EBIDTA : The Company's EBIDTA decreased from Rs. 390.99 Lacs in 2014-15 to Rs.386.38 Lacs in 2015-16.

Net Profit : The Company's net profit stood at Rs. 85.33 Lacs in 2015-16.

Gross Block : The Company's gross block increased from Rs. 2391.85 Lacs in 2014-15 to Rs.2455.80 Lacs in 2015-16 on account of growing project volumes.

RESOURCES AND LIQUIDTY

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 and 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

Sd/-
(Akash Gupta)
Chairman
DIN 01940481

Place : Delhi
Dated : 31.08.2016



Corporate Governance is about commitment to values and about ethical business conduct. It is about how an organization is managed. This includes its corporate structure, its culture, policies and the manner in which it deals with various stakeholders. Accordingly, timely and accurate disclosure of information regarding the financial performance, ownership and material developments in respect of the Company is an integral part of Corporate Governance. Adoption of good Corporate Governance practices helps to develop a good image of the organization, attracts best talents and keeps stakeholders satisfied.

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.

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 2015-16, the Board met 17 Times. The maximum time gap between any two 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 Regulation 33 of the SEBI (LODR) Regulations, 2015 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 2015-16 are as follows:

Board Meeting

| S. No. | Date Of Meeting | Total Members | Attended By |
|--------|-----------------|---------------|-------------|
| 1. | 20.05.2015 | 8 | 8 |
| 2. | 30.05.2015 | 8 | 7 |
| 3. | 17.07.2015 | 8 | 6 |
| 4. | 04.08.2015 | 8 | 6 |
| 5. | 14.08.2015 | 8 | 6 |
| 6. | 01.09.2015 | 7 | 6 |
| 7. | 02.09.2015 | 7 | 6 |
| 8. | 30.09.2015 | 7 | 7 |
| 9. | 05.10.2015 | 7 | 5 |
| 10. | 29.10.2015 | 7 | 5 |
| 11. | 09.11.2015 | 7 | 7 |
| 12. | 19.11.2015 | 7 | 7 |
| 13. | 10.12.2015 | 7 | 5 |
| 14. | 29.01.2016 | 7 | 5 |
| 15. | 12.02.2016 | 7 | 7 |
| 16. | 29.02.2016 | 7 | 5 |
| 17. | 21.03.2016 | 7 | 7 |



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 also number of other Directorships and Chairmanships/Memberships of Committees of each Director in Various Companies as on 31.03.2016.

| Name & Designation | Financial Year 2015-16 Attendance | | No. of Directorships in others Companies | No. of Committee positions held in other public companies | | Relationship Inter se | | |
|---|-----------------------------------|----------|--|---|--------|-----------------------|-----|---|
| | Board Meeting | Last AGM | | Chairman | Member | | | |
| Executive Directors | | | | | | | | |
| Akash Gupta (Promoter, Managing Director) | 17 | Yes | Nil | 2 | 5 | Nil | Nil | Related as son of Smt. Rama Gupta |
| Rama Gupta (Promoter, Executive Director) | 17 | Yes | Nil | 2 | 1 | Nil | Nil | Related as Mother of Akash Gupta & wife of Anil Kumar |
| Non Executive Director | | | | | | | | |
| Anil Kumar (Promoter, Non Executive Director) | 17 | Yes | Nil | 3 | 6 | Nil | Nil | Related as husband of Smt. Rama Gupta & Father of Akash Gupta |
| Independent Directors | | | | | | | | |
| Arvind Sharma Non-Executive, Independent Director | 13 | Yes | Nil | Nil | Nil | Nil | Nil | Not related to any Director |
| Mool Chand Garg Non-Executive, Independent Director | 14 | Yes | Nil | Nil | Nil | Nil | Nil | Not related to any Director |
| Hari Om Agarwal Non-Executive, Independent Director | 13 | Yes | Nil | Nil | Nil | Nil | Nil | Not related to any Director |
| Additional Directors | | | | | | | | |
| Devendra Kumar Tyagi (*) | 3 | N/A | Nil | Nil | Nil | Nil | Nil | Not related to any Director |
| Mukesh Kumar Sharma | 11 | Yes | Nil | Nil | 4 | Nil | Nil | Not related to any Director |

(*)Mr Devendra Kumar Tyagi had resigned at the Board Meeting held on September 1, 2015

Details of Equity Shares held by the Directors

The details of the Equity Shares held by the Directors as on March 31, 2016 is given in below table:

| S.No. | Name of Director | No. of Shares Held |
|-------|--------------------------|--------------------|
| 1. | Rama Gupta | 1038361 |
| 2. | Akash Gupta | 1116550 |
| 3. | Anil Kumar | 991420 |
| 4. | Arvind Sharma | NIL |
| 5. | Mool Chand Garg | NIL |
| 6. | Hari Om Agarwal | NIL |
| 7. | Devendra Kumar Tyagi (*) | NIL |
| 8. | Mukesh Kumar Sharma | NIL |

(*)Mr Devendra Kumar Tyagi had resigned at the Board Meeting held on September 1, 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 Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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 the Directors express their satisfaction with the evaluation process.

e) Familiarization programmes for Board Members

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



(i) AUDIT COMMITTEE

The Board has a well constituted Audit Committee which is in accordance with the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. 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 2015-16 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:
 - 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.
 - Changes, if any, in accounting policies and practices and reasons for the same. Major accounting entries involving estimates based on the exercise of judgment by the Company's management;
 - Any significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal or regulatory requirements relating to financial information.
 - 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 4 times during the Financial Year 2015-16. 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 | 4 | 30.05.2015 14.08.2015 09.11.2015 12.02.2016 |
| 2. | Rama Gupta | 4 | 30.05.2015 14.08.2015 09.11.2015 12.02.2016 |
| 3. | Anil Kumar | 4 | 30.05.2015 14.08.2015 09.11.2015 12.02.2016 |
| 4. | Mool Chand Garg | 4 | 30.05.2015 14.08.2015 09.11.2015 12.02.2016 |
| 5. | Arvind Sharma | 4 | 30.05.2015 14.08.2015 09.11.2015 12.02.2016 |

(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 qualification, positive attributes and Independence of the Directors and recommended to the Board a policy, relating to the remuneration of 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 section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. The role, term of reference, authority and powers of the NR Committee are in conformity with the requirements of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and 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 remuneration Committee is as per guidelines set out Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. Agreement & the Companies Act, 2013.

The Composition of Remuneration Committee during the Financial Year 2015-16 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 Remuneration Committee are:-

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

3. Meetings and Attendance

The Remuneration Committee had met 4 times during the Financial Year 2015-2016. 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 | 4 | 30.05.2015 14.08.2015 02.09.2015 12.02.2016 |
| 2 | Arvind Sharma | 4 | 30.05.2015 14.08.2015 02.09.2015 12.02.2016 |
| 3. | Anil Kumar | 4 | 30.05.2015 14.08.2015 02.09.2015 12.02.2016 |
| 4 | Hari Om Agarwal | 4 | 30.05.2015 14.08.2015 02.09.2015 12.02.2016 |

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 2016.

| Name/age(Yrs) | Salary (Rs.) | Perquisites and other Benefits | Commission | Total (Rs.) |
|------------------|--------------|--------------------------------|------------|-------------|
| Akash Gupta (26) | 8,40,000 | 1,20,000 | NIL | 9,60,000/- |

(iii) SHAREHOLDER'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 2015-2016 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 Shareholders Grievances Committee had met 4 times during the Financial Year 2015-16. 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 | 30.05.2015 14.08.2015 09.11.2015 12.02.2016 |
| 2. | Hari Om Agarwal | 4 | 30.05.2015 14.08.2015 09.11.2015 12.02.2016 |
| 3. | Rama Gupta | 4 | 30.05.2015 14.08.2015 09.11.2015 12.02.2016 |
| 4. | Mool Chand Garg | 4 | 30.05.2015 14.08.2015 09.11.2015 12.02.2016 |

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

| No. of Investors quarries/complained in the year 2015-16. | Pending at the end of year | No. of pending share transfer |
|---|----------------------------|-------------------------------|
| 1 | 0 | 0 |

Ms. Shivi Sharma Company Secretary of the company is designed 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 transaction as approved by 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 for establishing a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy.

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, 2016. A declaration to this effect signed by Mr. Akash Gupta, Managing Director of the Company, forms a part of this Report as **Annexure -V**.

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 SEBI (LODR) Regulations, 2015 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, Mrs. Rama 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 Regulation 36 of SEBI (LODR) Regulations, 2015:

| Name | Age | Qualification | Experience |
|---------------------------------|---------|--|--|
| Rama Gupta | 49 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 | 27 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 | 45 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. |
| Anil Kumar | 50 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 | 56 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 | 53 yrs | He has done his graduation from a reputed college | He is expert in Public relationship & having good skills to manage people. |
| Devendra Kumar Tyagi (*) | 48 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 | 50 yrs | 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 |

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

Governance by Management

a. The Management Discussion and Analysis Report.

The Report on Management Discussion and Analysis is given separate in this Annual Report.

b. CEO/CFO Certification

As per Regulation 17(8) read with Schedule II of SEBI (LODR) Regulation, 2015, a certificate duly signed by the Chairman-cum-Managing Director and Chief Financial Officer, is annexed to the Corporate Governance Report Annexure-VII.

Information for Shareholders

a. Means of Communication

The Quarterly/Annual Financial Results of the Company are forwarded to the Stock Exchange where the Company's shares are listed and published in Financial Express and Rashtriya Sahara/Awam-E-Hind.

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 31.03.2016 are given in the table below.

| Financial year | Date Declaration of | Amount remaining Unclaimed/Unpaid as on 31.03.2016 |
|----------------|---------------------|--|
| 2011-12 | 30.09.2012 | 1,13,015.15/- |
| 2012-13 | 30.09.2013 | 1,56,939.55/- |
| 2013-14 | 30.09.2014 | 1,46,268.75/- |

b. General Body Meeting

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

| Year | Location | Date | Time | Special Resolution Passed |
|---------|---|-----------------------------|-----------|---------------------------|
| 2012-13 | Plot No. 6C , Mandawali, Fazalpur, Delhi-92 | 30 th Sept. 2013 | 11:30 A.M | NIL |
| 2013-14 | Plot No. 6C , Mandawali, Fazalpur, Delhi-92 | 30 th Sept. 2014 | 01:00 P.M | NIL |
| 2014-15 | Plot No. 6C , Mandawali, Fazalpur, Delhi-92 | 30 th Sept. 2015 | 01:00 P.M | Yes* |

*Consolidation of Equity Shares of the Company

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

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, 2016 |
| TIME | 11:00 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 Regulation 44 of SEBI (LODR) Regulations 2015 with the Stock Exchanges (BSE), the Company has also extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in the Notice of the 25th 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 Wednesday, September 28, 2016.

c. Financial Calendar (tentative)

Financial Year: 1st April 2015 to 31st March 2016
Adoption of Quarterly Reports for the quarter ending:

| S.No. | Results | For Year 31 st March 2015 were announced on | For Year 31 st March 2016 announced/ will be announced on |
|-------|----------------|--|--|
| A | First Quarter | 14 th August 2015 | 12 th August 2016 |
| B | Second Quarter | 9 th November 2015 | 2 nd Week of November 2016 |
| C | Third Quarter | 12 th February 2016 | 2 nd Week of February 2017 |
| D | Fourth Quarter | 30 th May 2016 | by the end of May, 2017 |

d. **Book Closure:** The Book Closure period is from Thursday 22nd September, 2016 to Friday, 30th September 2016 (Both days inclusive)

e. **Listing:** The equity shares of the Company of the face value of ₹ 10 each (fully paid) are listed on the Bombay Stock Exchange Ltd, Delhi Stock Exchange Association Limited.

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

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

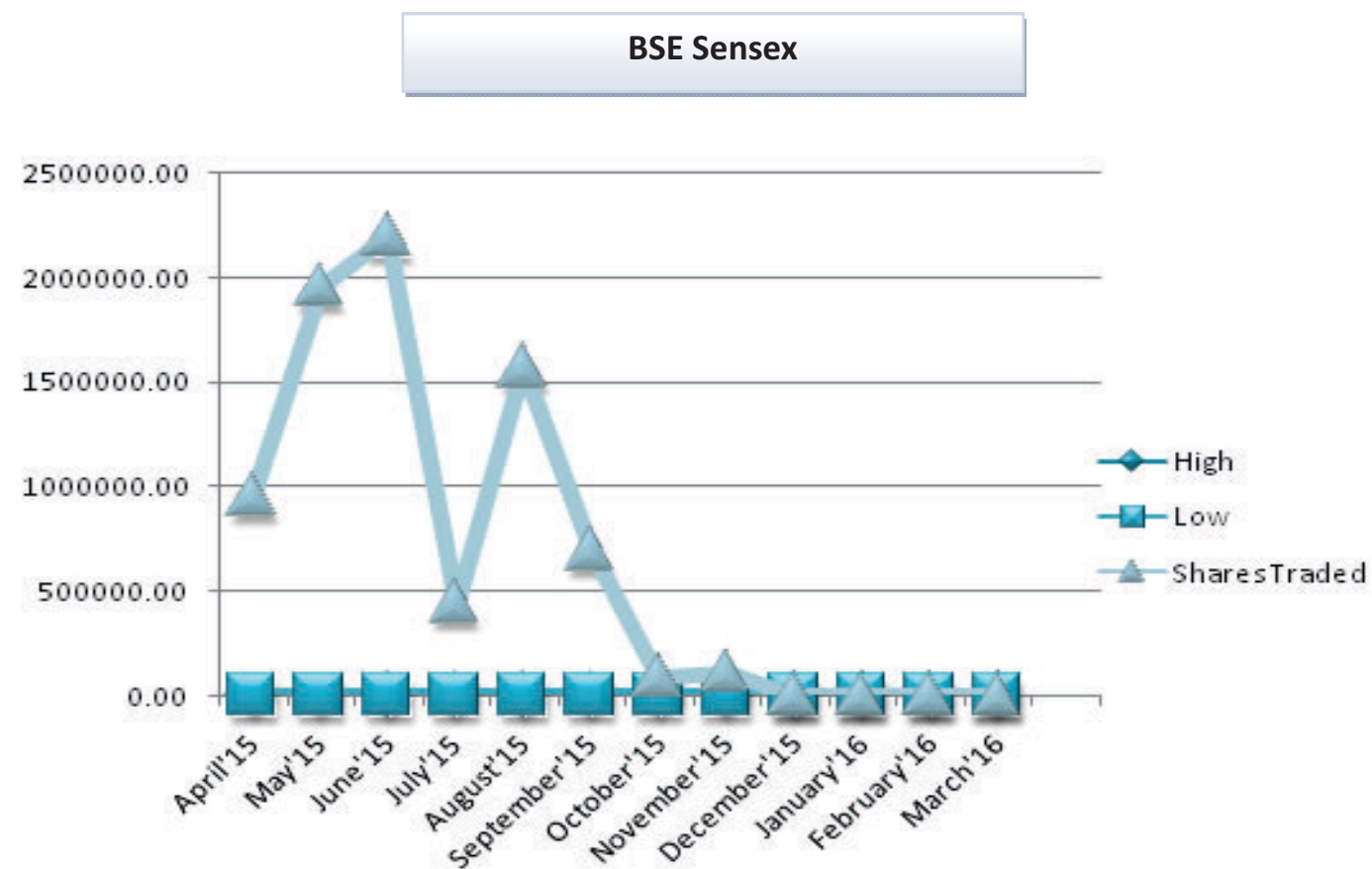
f. Market Information

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

**Stock Market Data:
Available at BSE.**

| Year 2015-16 | BSE | | |
|----------------|------------|-----------|--------------------------------|
| Months | High (Rs.) | Low (Rs.) | Volume of Shares Traded (Nos.) |
| April 2015 | 350.00 | 300.00 | 953582 |
| May 2015 | 338.00 | 209.70 | 19,57,469 |
| June 2015 | 316.20 | 125.10 | 21,95,634 |
| July 2015 | 129.70 | 74.30 | 4,41,786 |
| August 2015 | 82.00 | 48.40 | 15,68,191 |
| September 2015 | 49.50 | 36.00 | 6,92,961 |
| October 2015 | 53.90 | 36.55 | 86,167 |
| November 2015 | 35.85 | 29.25 | 1,11,565 |
| December 2015 | 29.25 | 27.60 | 3,089 |
| January 2016 | 140.70 | 110.40 | 2859 |
| February 2016 | 108.20 | 96.60 | 1733 |
| March 2016 | 96.60 | 96.60 | 447 |

(Sources: BSE Website)



g. 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 (India) Limited (CDSL).

h. Reconciliation of Share Capital Audit

- Pursuant to Regulation 40(9) of the SEBI (LODR), Regulations 2015, on half yearly basis, certificates have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by 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 2016

| S.No | Category | No. of Shares Held | %age of Shareholding |
|----------|---|--------------------|----------------------|
| A | Promoters Holding | | |
| 1. | Promoters | | |
| | • Indian Promoters | 8525490 | 44.42% |
| | • Foreign Promoters | - | - |
| | • Person acting in Concert | - | - |
| | SUB- TOTAL (A) | 8525490 | 44.42% |
| B | Non- Promoters Holding | | |
| | Institutional Investors | | |
| | • Mutual Funds and UTI | - | - |
| | • Banks, Financial Institutions | - | - |
| | • Insurance companies, central/state Govt. Institutions/Non-Government Institutions | - | - |
| | • FI's (others) | 24895 | 0.13% |
| | SUB- TOTAL (B) | 24895 | 0.13% |
| C | Others | | |
| | • Private Body Corporate | 6084298 | 31.70% |
| | • Indian Public | 4557432 | 23.75% |
| | • NRIs (Including Foreign Company) | 485 | 0.00% |
| | • Trust | - | - |
| | • Foreign Portfolio Investor(Corporate) | - | - |
| | SUB-TOTAL (C) | 10642215 | 55.45% |
| | TOTAL (A+B+C) | 19192600 | 100% |

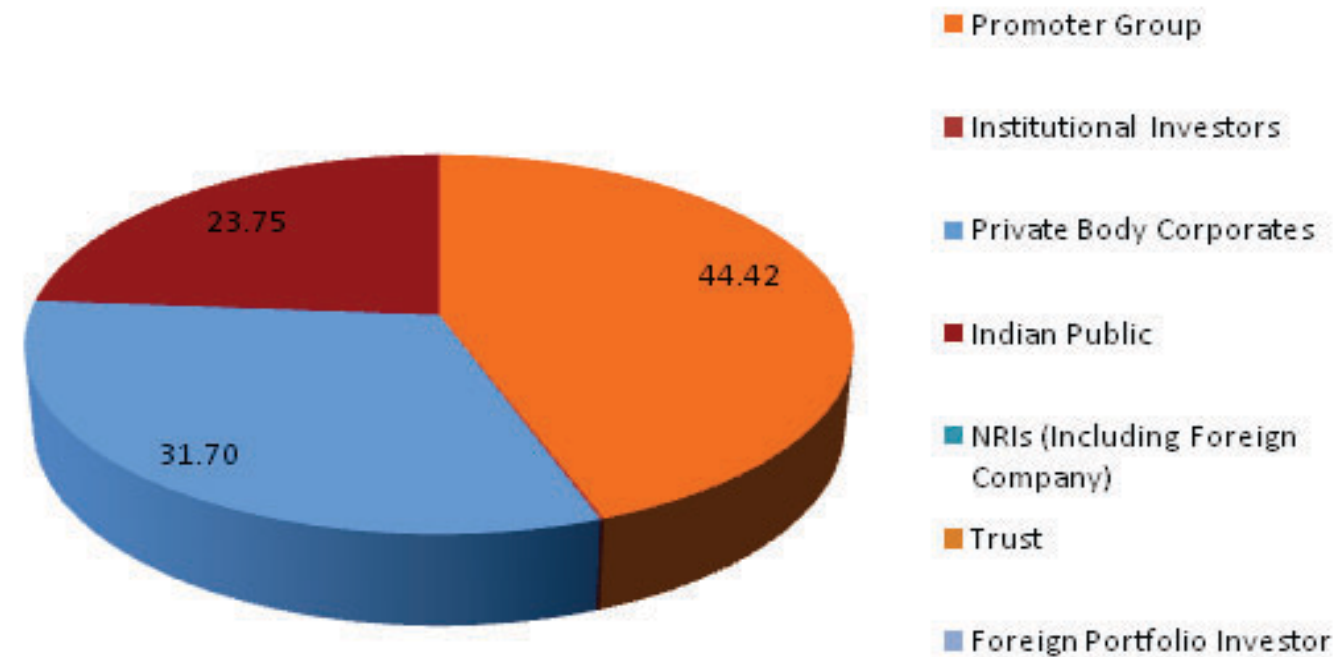
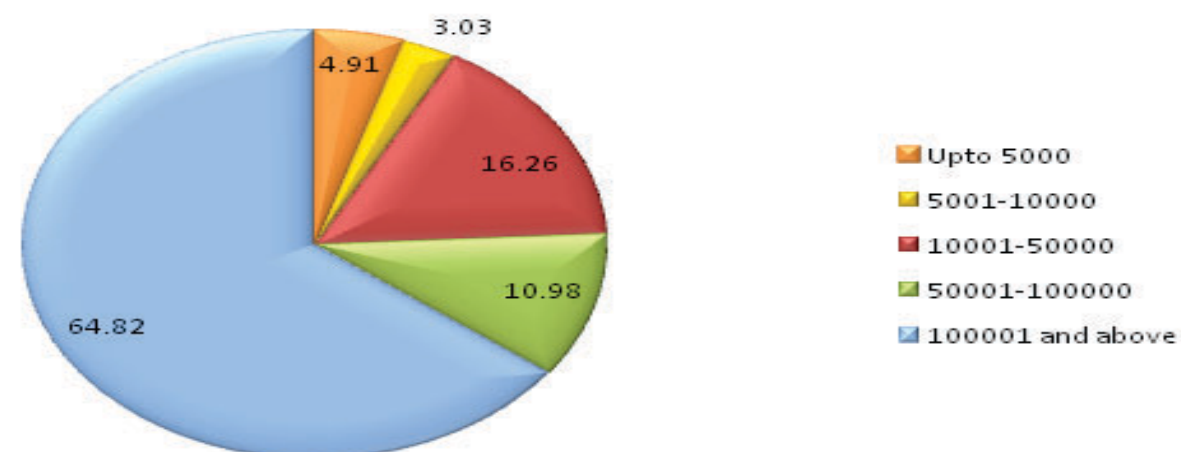


Table: 2

Distribution of Shareholding by size as on 31st March 2016

| S.No | Range of Shares | No of Share Holders | % of Share Holders | No of Shares Held | % of Share holding |
|------|------------------|---------------------|--------------------|-------------------|--------------------|
| 1. | Upto 5000 | 1395 | 83.73 | 941569 | 4.91 |
| 2. | 5001-10000 | 77 | 4.62 | 582077 | 3.03 |
| 3. | 10001-50000 | 134 | 8.05 | 3121088 | 16.26 |
| 4. | 50001-100000 | 30 | 1.80 | 2107002 | 10.98 |
| 5. | 100001-and above | 30 | 1.80 | 12440864 | 64.82 |
| | Total | 1666 | 100.00 | 19192600 | 100.000 |

% of Shareholding



i. Dematerialization of Shares and Liquidity

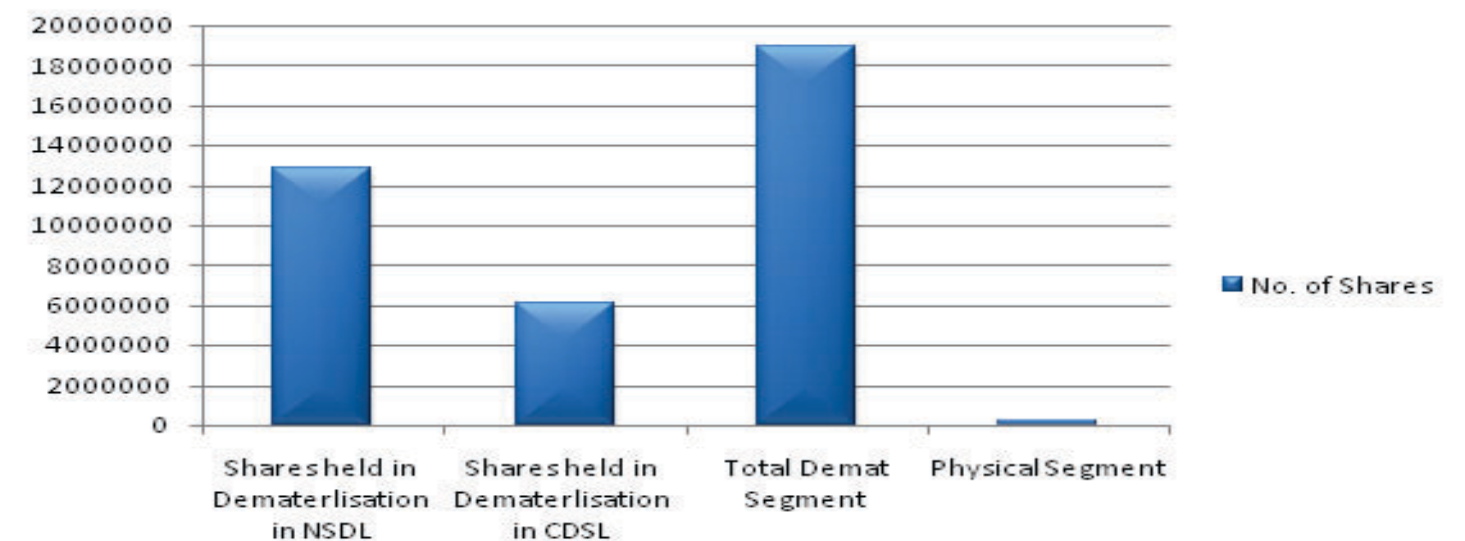
The shares of the company are in the compulsory dematerialized segment and are available for trading with both depositories i.e National Securities Depository Limited & Central Depository Services (India) Limited.

Share Capital Audit Report regarding reconciliation of the total issued capital, listed capital and capital held by depositories in a dematerialized form with respect to the Equity share capital of the company was obtained from the practising company secretary for each quarter during the year and submitted to the stock exchange within the stipulated time.

As on March 31, 2016, the number of shares held in dematerialized and physical mode are as under:

| Particulars | Number of Shares | Percentage (%) to Total Capital Issued | Number of Shareholders | Percentage (%) to Total Number of Shareholders |
|-------------------------------------|------------------|--|------------------------|--|
| Held in dematerialized mode in NSDL | 12894507 | 67.18 | 946 | 56.78 |
| Held in dematerialized mode in CDSL | 6070693 | 31.63 | 704 | 42.26 |
| Total Demat Segment | 18965200 | 98.81 | 1650 | 99.04 |
| Physical Segment | 227400 | 1.19 | 16 | 0.96 |
| Total | 19192600 | 100.00 | 1666 | 100.00 |

No. of Shares



The names and addresses of the depositories are as under:

1. National Securities Depository Limited ('NSDL')

Trade World, A-Wing, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013

2. Central Depository Services (India) Limited ('CDSL')

Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Fort, Mumbai-400001.

J. 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.

K. Address for Correspondence

| Registrar Transfer Agent (for Demat mode) | Company (For general assistance) |
|---|---|
| Alankit Assignment Limited | CCL International Limited |
| Office Address: | Regd Office: |
| 2E/21, Alankit House, Jhandewalan Extn.Delhi-110055. | M-4, Gupta Colony, B 1/1 Commercial Complex, Azadpur, New Delhi – 110033. |
| | Corporate Office: |
| | C-42, R.D.C, Raj Nagar, Ghaziabad. |
| Ph.011-24541234,23541234 | Ph. No. 0120-4214258 |

ANNEXURE-V

DECLARATION BY THE MANAGING DIRECTOR REGULATION 34(3) PART D OF THE SEBI LISTING REGULATIONS

To,
The Members
CCL International Limited.

I, Akash Gupta, Managing Director of CCL International Limited hereby declare that all Directors and the designated employees have affirmed compliance with their respective code of conduct for the financial year ended March 31, 2016.

Date : 30.05.2016
Place: Delhi

AKASH GUPTA
(Managing Director/Chairman)

ANNEXURE-VI

CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by CCL International Limited ("Company") as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges for the period from April 01, 2015 to November 30, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from December 01, 2015 up to March 31, 2016.

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. 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, we certify that the Company has complied the Corporate Governance as stipulated in the above-mentioned listing Agreement and the SEBI Regulations.

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.

Date : 30.05.2016
Place : Delhi

For KPMC & Associates
Chartered Accountants
Firm No.005359C

(Sanjay Mehra)
PARTNER
M No. 075488

Annexure-VII

CERTIFICATION BY CEO AND CFO UNDER REGULATION 17(8) OF SEBI LISTING REGULATIONS

To
The Board of Directors,
CCL International Limited

We, Akash 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 March 31, 2016 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these 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 period 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 that:
 - (i) There were no significant changes in internal control over financial reporting during the period;
 - (ii) That there were no significant changes in accounting policies during the period.
 - (iii) There were no instances of significant fraud of which we have become aware.

Place: Delhi
Date: 30.05.2016

Sd/-
Akash Gupta
Managing Director

Sd/-
Shivam Agrawal
Chief Financial Officer



INDEPENDENT AUDITORS' REPORT

To,
The Members of
CCL INTERNATIONAL LIMITED

1. 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, 2016, 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.

2. 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.

3. 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.

4. 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, 2016;
- (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.

5. Report on Other Legal and Regulatory Requirement

- i. As required by the Companies (Auditor's Report) Order, 2016 ("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 a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
- ii. 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, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- iii. 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:
- a. The Company does not have any litigation on its financial position.
- b. 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.
- c. The company was not required to deposit or pay any dues in respect of the Investor Education and Protection Fund during the year.

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

Date: 30.05.2016
Place: Delhi

(Sanjay Mehra)
Partner
M No. 075488

Annexure to Auditors' Report

The Annexure-A referred to in our Independent Auditors' Report to the members of the company on the standalone financial statements for the year ended March 31, 2016, 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.
- c. The title deeds of all the immovable properties (which are included under the head 'fixed assets') are held in the name of the Company.

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.
4. According to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans,

investments, guarantees and security.

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).
6. According to the information and explanations given to us, pursuant to the rules prescribed by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, we have broadly reviewed the cost records and are of the opinion that prima facie, the prescribed records have been made and maintained by the Company.
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, TDS, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other material 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 2016.
- (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.
8. 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.
9. The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans availed during the year were applied for the purposes for which the loans were obtained.
10. No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
11. The Managerial remuneration has been paid in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. Since the company is not a Nidhi Company, this clause is not applicable.

13. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where ever applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with;
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Date: 30.05.2016
Place: Delhi

(Sanjay Mehra)
Partner
M No. 075488

Annexure-B to Auditors' Report

(Referred to in paragraph 5(ii) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **CCL International Limited** ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on

Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 30.05.2016
Place: Delhi

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

(Sanjay Mehra)
Partner
M No. 075488

FINANCIAL STATEMENT



AUDITED BALANCE SHEET

| Particulars | Notes | As at March 31, | | In ₹ |
|---|-------|------------------|------------------|------|
| | | 2016 | 2015 | |
| I. EQUITY AND LIABILITIES | | | | |
| 1 SHAREHOLDERS' FUNDS | | | | |
| (a) Share Capital | 1 | 191926000 | 191926000 | |
| (b) Reserves and Surplus | 2 | 190982299 | 176872637 | |
| (c) Money received against share warrants | | 0 | 0 | |
| 2 SHARE APPLICATION MONEY PENDING ALLOTMENT | | 0 | 0 | |
| 3 NON-CURRENT LIABILITIES | | | | |
| (a) Long-Term Borrowings | 3 | 26562003 | 33649094 | |
| (b) Deferred Tax Liability | | 6252816 | 5159259 | |
| (c) Other Long Term Liabilities | | 0 | 0 | |
| (d) Long-Term Provisions | | 0 | 0 | |
| 4 CURRENT LIABILITIES | | | | |
| (a) Short-Term Borrowings | 4 | 76431897 | 51047910 | |
| (b) Trade Payables | 5 | 115230018 | 142762657 | |
| (c) Other Current Liabilities | 6 | 23564650 | 21981547 | |
| (d) Short-Term Provisions | 7 | 2915248 | 8597891 | |
| TOTAL | | 633864931 | 631996995 | |
| II. ASSETS | | | | |
| 1 NON-CURRENT ASSETS | | | | |
| (a) Fixed Assets | 8 | | | |
| Tangible assets | | 245580210 | 239185172 | |
| Intangible assets | | 0 | 0 | |
| Capital work-in-progress | | 0 | 0 | |
| Intangible assets under Development | | 0 | 0 | |
| | | 245580210 | 239185172 | |
| Less: Accumulated Depreciation | | 39413229 | 26805301 | |
| Net Block | | 206166981 | 212379871 | |
| (b) Non Current Investments | 9 | 40331546 | 49144534 | |
| (c) Deferred Tax Assets | | 0 | 0 | |
| (d) Long-term loans and advances | 10 | 38101991 | 55724991 | |
| (e) Other Non Current Assets | 11 | 100000 | 100000 | |
| 2 CURRENT ASSETS | | | | |
| (a) Current Investments | 12 | 0 | 0 | |
| (b) Inventories | 13 | 101289608 | 150310997 | |
| (c) Trade Receivables | 14 | 138315484 | 15803318 | |
| (d) Cash and Cash Equivalents | 15 | 47508871 | 72492910 | |
| (e) Short-Term Loans and Advances | 16 | 62050450 | 75984053 | |
| (f) Other Current Assets | 17 | 0 | 56321 | |
| TOTAL | | 633864931 | 631996995 | |
| 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
Dated : May 30, 2016

For and on behalf of the Board of Directors

CCL INTERNATIONAL LIMITED

AKASH GUPTA
(MANAGING DIRECTOR)

RAMA GUPTA SHIVAM AGRAWAL
(DIRECTOR) (CFO)

SHIVI SHARMA
(COMPANY SECRETARY)

STATEMENT OF PROFIT & LOSS

| Particulars | Notes | Year ended March 31, | | In ₹ |
|--|-------|----------------------|--------------------|------|
| | | 2016 | 2015 | |
| INCOME | | | | |
| Revenue from operations | 18 | 786,114,641 | 943,428,197 | |
| Other income | 19 | 3,908,016 | 5,817,071 | |
| Total (A) | | 790,022,657 | 949,245,268 | |
| EXPENDITURE | | | | |
| Purchase of Stock-in-Trade | 20 | 535,507,264 | 828,771,757 | |
| Changes in Inventory of Finished Goods, WIP & Stock in Trade | 21 | 49,021,389 | (29,164,474) | |
| Employee Benefits Expense | 22 | 13,994,335 | 10,484,298 | |
| Finance Costs | 23 | 16,318,891 | 13,137,394 | |
| Depreciation and Amortization Expense | 24 | 12,664,249 | 12,788,663 | |
| Other Expenses | 25 | 149,974,592 | 98,126,678 | |
| Total (B) | | 777,480,720 | 934,144,316 | |
| Extraordinary Items and Tax (A-B) | | 12,541,937 | 15,100,952 | |
| Exceptional & Extraordinary Items | | - | - | |
| Profit/ (Loss) Before Tax | | 12,541,937 | 15,100,952 | |
| Tax Expenses: | | | | |
| Current Tax | | 2,915,248 | 3,021,361 | |
| Deferred Tax | | 1,093,557 | 1,811,224 | |
| Net Profit/ (Loss) for the Year | | 8,533,132 | 10,268,367 | |
| Earnings per share: | | | | |
| Basic & Diluted | | 0.44 | 0.11 | |
| 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
Dated : May 30, 2016

For and on behalf of the Board of Directors

CCL INTERNATIONAL LIMITED

AKASH GUPTA
(MANAGING DIRECTOR)

RAMA GUPTA
(DIRECTOR)

SHIVAM AGRAWAL
(CFO)

SHIVI SHARMA
(COMPANY SECRETARY)

Balance Sheet Notes

Notes to accounts for the year ended March 31, 2016

| In ₹ | | | | |
|--|---|-------------------------------|--------------------|--------------|
| Particulars | As at March 31, | | | |
| | 2015-16 | | 2014-15 | |
| | Number | Amount | Number | Amount |
| NOTE 1 SHARE CAPITAL | | | | |
| <u>Authorised</u> | | | | |
| Equity Shares of 10/- (In Previous year Equity Shares of 2/-) | 33000000 | 330000000 | 165000000 | 330000000 |
| <u>Issued</u> | | | | |
| Equity Shares of 10/- (In Previous year Equity Shares of 2/-) | 19192600 | 191926000 | 95963000 | 191926000 |
| <u>Subscribed & Paid up</u> | | | | |
| Equity Shares of 10/- (In Previous year Equity Shares of 2/-) | 19192600 | 191926000 | 95963000 | 191926000 |
| Total | 19192600 | 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, | | | |
| | 2015-16 | | 2014-15 | |
| | Number | Amount | Number | Amount |
| Shares outstanding at the beginning of the year | 19192600 | 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 | 19192600 | 191926000 | 95963000 | 191926000 |
| Shares in the company held by each shareholder holding more than 5 percent shares | | | | |
| Name of Shareholder | 2015-16 | | 2014-15 | |
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Mr. Akash Gupta | 1116550 | 5.82 | 5582750 | 5.82 |
| Mrs. Rama Gupta | 1038361 | 5.41 | 5191807 | 5.41 |
| Mr. Anil Kumar | 991420 | 5.17 | 4957100 | 5.17 |
| M/s. Tanvi Fincap Private Limited | 4084279 | 21.28 | 20421399 | 21.28 |
| Total | 7230610 | 37.67 | 36153056 | 37.67 |
| Shares issued for other than cash, Bonus issue and Shares bought back | | | | |
| Year | Shares issued pursuant to contract(s) other than for cash | Shares Issued by way of Bonus | Shares Bought Back | |
| 2015-16 | | | | |
| 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 | |
| The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and re payment of Capital The Company has one class of equity shares having a par value of `10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are entited to receive the remaining assets of the company after distribution of all preferential amount in the proportion to their shareholding. | | | | |

| In ₹ | | |
|---|------------------|------------------|
| Particulars | As at March 31, | |
| | 2015-16 | 2014-15 |
| NOTE 2 RESERVE & SURPLUS | | |
| <u>A) Security Premium Account</u> | | |
| 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 |
| <u>B) State Investment Subsidy</u> | | |
| Opening Balance | 0 | 0 |
| Add : Received During the Year | 0 | 0 |
| Less : Transferred to General Reserve | 0 | 0 |
| Closing Balance | 0 | 0 |
| <u>C) General Reserve</u> | | |
| Opening Balance | 127034500 | 127034500 |
| Add: Transferred during the Year | 0 | 0 |
| Less: Written off during the Year | 0 | 0 |
| Closing Balance | 127034500 | 127034500 |
| <u>D) Surplus</u> | | |
| Opening balance | 49768137 | 40376143 |
| (+) Net Profit/(Net Loss) For the current year | 8533132 | 10268367 |
| (+) Excess Depreciation Charged adjusted in Reserve & Surplus | 0 | 6801964 |
| (-) Deferred Tax Liability on excess depreciation charged | 0 | 2101807 |
| (-) Proposed Dividends | -4798150 | 4798150 |
| (-) Corporate Dividend Tax | -778380 | 778380 |
| (-) Interim Dividends | 0 | 0 |
| (-) Transfer to Reserves | 0 | 0 |
| Closing Balance | 63877799 | 49768137 |
| Total | 190982299 | 176872637 |

| In ₹ | | |
|--|----------------------|-----------------|
| Particulars | As at March 31, | |
| | 2015-16 | 2014-15 |
| NOTE 3 LONG TERM BORROWINGS | | |
| <u>SECURED</u> | | |
| <u>(a) Term loans</u> | | |
| From Banks [Refer A(1) to A(11)] | 26562003 | 33649094 |
| From Other Parties | 0 | 0 |
| (Secured By: <u>Hypothecation of Respective Fixed Assets</u>) (of the above, <u>NIL</u> is guaranteed by Directors and / or others) Terms of Repayment: The Company shall pay monthly Installment as per the terms of agreement with Bank | | |
| <u>(b) Other loans and advances (specify nature)</u> | | |
| (Secured By: _____) | 0 | 0 |
| (of the above, ` _____ is guaranteed by Directors and / or others) Terms of Repayment: _____ | | |
| Total | 26562003 | 33649094 |
| repayment of loans and interest with respect to (a) & (b) | | |
| 1. Period of default | No default committed | |
| 2. Amount | | |
| <u>UNSECURED</u> | | |
| <u>(a) Term loans</u> | | |
| from banks | 0 | 0 |
| from other parties | 0 | 0 |
| (of the above, <u>NIL</u> is guaranteed by Directors and / or others) Terms of Repayment: <u>Payable on Demand</u> | | |
| <u>(b) Other loans and advances (specify nature)</u> | | |
| (of the above, <u>NIL</u> is guaranteed by Directors and / or others) Terms of Repayment: <u>Payable on Demand</u> | | |
| <u>(d) Other loans and advances</u> | | |
| (of the above, ` _____ is guaranteed by Directors and / or others) Terms of Repayment: _____ | | |
| Total | 0 | 0 |
| repayment of loans and interest with respect to (b) & (d) | | |
| 1. Period of default | No Default committed | |
| 2. Amount | | |
| Total | 26562003 | 33649094 |

Note A

Note A(1): Car Loan from OBC Bank of Rs. Nil (Previous Year Rs. 8,92,384.23/-) was 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.

Note A(2): Loan from Axis Bank of Rs. 36,67,317/- (Previous Year Rs. 67,02,491/-) out of which Rs. 2,97,098/- 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(3): Loan from Tata Capital Finance Limited of Rs. 1,60,50,131.39/-(Previous Year Rs. 2,38,46,082.62/-) out of which Rs. 1,53,60,397.08/- 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(4): Loan from ICICI Bank of Rs. 16,55,833.80/- (Previous Year Rs. 24,22,655.60/-) out of which Rs. 7,19,671.00/- 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(5): Loan from ICICI Bank of Rs. 18,10,959.70/- (Previous Year Rs. 26,49,651.10/-) out of which Rs. 7,87,084.50/- is Long term borrowing which is secured by way of Hypothecation of Hyundai Foklane amounting to Rs. 27,15,300/-. Rate of Interest being 11.51 % (Fixed) P.A. Repayable 35 Monthly Installments.

Note A(6): Loan from ICICI Bank of Rs. 15,17,448.70/- (Previous Year Rs. 22,20,195.60/-) out of which Rs. 6,59,523.90/- 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(7): Loan from ICICI Bank of Rs. 15,30,420.40/- (Previous Year Rs. 22,39,292.80) out of which Rs.6,65,250.40 - 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(8): Loan from ICICI Bank of Rs. 33,34,727.70/- (Previous Year Rs. 48,79,112.50/-) out of which Rs. 14,49,346.00/- 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(9): Loan from ICICI Bank of Rs.39,09,126.40/- (Previous Year Rs. 69,21,525.40/-) out of which Rs. 2,79,092.40 /- 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 A(10): Loan from ICICI Bank of Rs. 10980769.00/- (Previous Year Rs. Nil/-) out of which Rs. 53,45,872.00 /- is Long term Borrowing which is secured by way of Hypothecation of Writgen 2000 amounting to Rs. 1,52,31,820/-. Rate of Interest being 10.25 % (Fixed) P.A. Repayable 35 Monthly Installments.

Note A(11): Car Loan from HDFC Bank of Rs. 12,45,546.45 (Previous Year Rs. Nil) out of which Rs. 9,98,667.84.00 /- is Long term Borrowing which is secured by way of Hypothecation of Vehicle amounting to Rs. 14,15,000/-. Rate of Interest being 10.15 % (Fixed) P.A. Repayable 60 Monthly Installments.

| NOTE 4 SHORT TERM BORROWING | | | In ₹ |
|--|----------------------|-----------------|------|
| Particulars | As at March 31, | | |
| | 2015-16 | 2014-15 | |
| (a) Loan Repayable on Demand | | | |
| From Bank | | | |
| Secured [Refer B(1) to B(3)] | 76431897 | 34622910 | |
| Unsecured | 0 | 0 | |
| From Other Parties | | | |
| Secured [Refer B(4)] | 0 | 16425000 | |
| Unsecured | 0 | 0 | |
| Total | 76431897 | 51047910 | |
| (b) Deposits | | | |
| Secured | 0 | 0 | |
| Unsecured | 0 | 0 | |
| Total | 0 | 0 | |
| (c) Loan & Advances from Related Parties | | | |
| Secured | 0 | 0 | |
| Unsecured | 0 | 0 | |
| Total | 0 | 0 | |
| (d) Other Loan & Advances | | | |
| Secured | 0 | 0 | |
| Unsecured | 0 | 0 | |
| Total | 0 | 0 | |
| repayment of loans and interest with respect to (b) & (d) | | | |
| 1. Period of default | No Default committed | | |
| 2. Amount | | | |
| Total | 76431897 | 51047910 | |

| Related Party Transaction | | |
|---|-----------------|----------|
| Particulars | As at March 31, | |
| | 2015-16 | 2014-15 |
| 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. 7,50,91,543.08/- (Previous year Rs. 2,59,00,145.04/-) 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): Bank Overdraft Limits of Rs. 13,40,354.29/- (Previous year NIL) from State Bank of India by way of Fixed deposits of Rs. 15,00,000/-

Note B(3) Letter of Credit of Rs. Nil (Previous year Rs. 87,22,765/-) issued by Oriental Bank of Commerce.

Note B(4) Advance from Public Work Department (PWD), Meghalaya of Rs. Nil (Previous year 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, | | |
| | 2015-16 | 2014-15 | |
| Trade payables: | | | |
| Acceptances | 0 | 0 | |
| Other than Acceptances | 115230018 | 142762657 | |
| Total | 115230018 | 142762657 | |

| NOTE 6 OTHER CURRENT LIABILITIES | | | In ₹ |
|---|-----------------|-----------------|------|
| Particulars | As at March 31, | | |
| | 2015-16 | 2014-15 | |
| (a) Current maturities of long-term debt | 19140277 | 19124297 | |
| (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 | 202485 | 638049 | |
| (h) Expenses Payable | 4221888 | 2219201 | |
| Total | 23564650 | 21981547 | |

| NOTE 7 SHORT TERM PROVISIONS | | | In ₹ |
|--|-----------------|----------------|------|
| Particulars | As at March 31, | | |
| | 2015-16 | 2014-15 | |
| (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 | 2915248 | 3021361 | |
| Proposed Dividend & Dividend Tax | 0 | 5576530 | |
| Total | 2915248 | 8597891 | |

| Particulars | Gross Block | | Accumulated Depreciation | | | | Net Block | | | |
|--|-----------------------------|-------------------|--------------------------|-----------------------------|------------------------------|--------------------------------------|------------------------------------|--------------|-----------------------------|------------------------------|
| | Balance as at April 1, 2015 | Additions | Disposals | Revaluations/ (Impairments) | Balance as at March 31, 2016 | Depreciation for the year as per SLM | Adjustment due to change of method | On disposals | Balance as at April 1, 2015 | Balance as at March 31, 2016 |
| Tangible Assets | | | | | | | | | | |
| Lease Hold Land | 26,268,585 | - | - | - | 26,268,585 | - | - | - | 26,268,585 | 26,268,585 |
| Free Hold Land & Buildings | 57,306,674 | 3,034,100 | - | - | 60,340,774 | - | - | - | 57,306,674 | 60,340,774 |
| Plant and Equipment | 144,498,115 | 419,510 | - | - | 144,917,625 | 11,132,780 | - | - | 122,741,383 | 112,028,113 |
| Furniture and Fixtures | 634,787 | 100,930 | - | - | 735,717 | 65,476 | - | - | 285,755 | 321,209 |
| Vehicles | 8,538,611 | 2,467,602 | - | - | 11,006,213 | 1,122,420 | - | - | 5,162,213 | 6,507,395 |
| Office equipment | 923,376 | 264,347 | - | - | 1,187,723 | 145,052 | - | - | 398,346 | 517,641 |
| Computer | 1,015,023 | 108,550 | - | - | 1,123,573 | 142,200 | - | - | 216,914 | 183,264 |
| Total (A) | 239,185,171 | 6,395,039 | - | - | 245,580,210 | 12,607,928 | - | - | 212,379,870 | 206,166,981 |
| Intangible Assets | | | | | | | | | | |
| Goodwill/Trademark/Copyright | - | - | - | - | - | - | - | - | - | - |
| Total (B) | - | - | - | - | - | - | - | - | - | - |
| Capital Work in Progress | | | | | | | | | | |
| Total (C) | - | - | - | - | - | - | - | - | - | - |
| Intangible assets under Development | | | | | | | | | | |
| Total (D) | - | - | - | - | - | - | - | - | - | - |
| TOTAL (A+B+C+D) | 239,185,171 | 6,395,039 | - | - | 245,580,210 | 12,607,928 | - | - | 212,379,870 | 206,166,981 |
| Previous Year (Balances) | 209,739,627 | 29,445,545 | - | - | 239,185,172 | 12,440,508 | (6,801,964) | - | 188,572,870 | 212,379,871 |

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

| Particulars | As at March 31, | |
|------------------------------|-----------------|-----------------|
| | 2015-16 | 2014-15 |
| A. Trade Investments: | | |
| Investments in Equity Shares | 40331546 | 49144534 |
| B. Other Investments: | | |
| Others | 0 | 0 |
| Total | 40331546 | 49144534 |

| Particulars | 2015-16 | | 2014-15 | |
|--|-----------------|-----------------|---------|---------|
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| Aggregate Amount of Quoted Investments | 28081546 | 28479534 | | |
| Aggregate Amount of unquoted Investments | 12250000 | 20665000 | | |
| Total | 40331546 | 49144534 | | |

| 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 |
| | | | 2015-16 | 2014-15 | | | 2015-16 | 2014-15 | 2015-16 | 2014-15 | | |
| (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 | 5000 | 5000 | Unquoted | Fully Paid | 3.00 | 3.00 | 1250000 | 1250000 | As per AS-13 | |
| | Anamica Financial Pvt. Ltd | Other | 5000 | 5000 | Unquoted | Fully Paid | 2.81 | 2.81 | 1000000 | 1000000 | As per AS-13 | |
| | Dimension Consulting Pvt. Ltd | Other | 30000 | 30000 | Unquoted | Fully Paid | 30.00 | 30.00 | 3000000 | 3000000 | As per AS-13 | |
| | Omaxe Limited | Other | 20 | 20 | Quoted | Fully Paid | 0.00 | 0.00 | 6200 | 6200 | As per AS-13 | |
| | Saffron Holding Pvt. Ltd | Other | 5000 | 5000 | Unquoted | Fully Paid | 4.36 | 4.36 | 750000 | 750000 | As per AS-13 | |
| | Syblly Industries Limited | Other | 8650735 | 8750735 | Quoted | Fully Paid | 21.45 | 21.49 | 28075346 | 28473344 | As per AS-13 | |
| | Shree Banke Behari RCC Products Pvt. Ltd. | Other | 0 | 420750 | Unquoted | Fully Paid | 0.00 | 50.00 | 0 | 8415000 | As per AS-13 | |
| | Vatsal Hotels Private Limited | Other | 600000 | 600000 | Unquoted | Fully Paid | 8.00 | 8.00 | 6000000 | 6000000 | As per AS-13 | |
| | Patliputra Credit & Securities Limited | Other | 250000 | 250000 | Unquoted | Fully Paid | 2.33 | 2.33 | 2500000 | 2500000 | 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 | | | | | | | | 40331546 | 49144534 | | |

| B. Details of Other 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 | | Whether stated at Cost Yes / No | If Answer to Column (9) is 'No' - Basis of Valuation |
| | | | 2015-16 | 2014-15 | | | 2015-16 | 2014-15 | 2015-16 | 2014-15 | | |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) | (11) | (12) | (13) |
| (a) | Investment Properties | | | | | | | | | | | |
| (b) | Investment in Equity Instruments | | | | | | | | | | | |
| (c) | Investments in Preference Shares | | | | | | | | | | | |
| (d) | Investments in Government or Trust securities | | | | | | | | | | | |
| (e) | Investments in Debentures or Bonds | | | | | | | | | | | |
| (f) | Investments in Mutual Funds | | | | | | | | | | | |
| (g) | Investments in partnership firms* | | | | | | | | | | | |
| (h) | Other non-current investments (specify nature) | | | | | | | | | | | |
| | Total | | | | | | | | - | - | | |

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

| NOTE 10 LONG TERM LOANS & ADVANCES | | | In ₹ | |
|--|-----------------|-----------------|------|--|
| Particulars | As at March 31, | | | |
| | 2015-16 | 2014-15 | | |
| 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 | 32510991 | 32488991 | | |
| Doubtful | 0 | 0 | | |
| Less: Provision for doubtful deposits | 0 | 0 | | |
| | 32510991 | 32488991 | | |
| 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) | 91000 | 17736000 | | |
| Doubtful | 0 | 0 | | |
| Less: Provision for doubtful loans and advances | 0 | 0 | | |
| | 91000 | 17736000 | | |
| e) Other loans and advances (specify nature) | | | | |
| Secured, considered good | 0 | 0 | | |
| Unsecured, considered good (Share Application Money) | 0 | 0 | | |
| Doubtful | 0 | 0 | | |
| Less: Provision for _____ | 0 | 0 | | |
| | 0 | 0 | | |
| Total | 38101991 | 55724991 | | |

| Related Party Transaction | | | In ₹ | |
|--|-----------------|-----------------|------|--|
| Particulars | As at March 31, | | | |
| | 2015-16 | 2014-15 | | |
| 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* | 91000 | 17736000 | | |
| Total | 91000 | 17736000 | | |

*Either severally or jointly

| NOTE 11 OTHER NON CURRENT ASSETS | | | In ₹ | |
|---|-----------------|---------------|------|--|
| Particulars | As at March 31, | | | |
| | 2015-16 | 2014-15 | | |
| a. Long Term Trade Receivables | | | | |
| Secured, Considered Good | 0 | 0 | | |
| Unsecured, Considered Good | 0 | 0 | | |
| Doubtful | 0 | 0 | | |
| b. Others | | | | |
| Other Receivable Money | 100000 | 100000 | | |
| Unamortized Expenses (Preliminary Expenses to be amortized after 12 months) | 0 | 0 | | |
| Total | 100000 | 100000 | | |

| NOTE 12 CURRENT INVESTMENTS | | |
|---|----------|----------|
| Particulars | 2015-16 | 2014-15 |
| (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 | 2015-16 | 2014-15 |
|---|---------|---------|
| 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 |
| | | | 2015-16 | 2014-15 | | | 2015-16 | 2014-15 | 2015-16 | 2014-15 | |
| (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, | | |
| | 2015-16 | 2014-15 | |
| (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) | 40892909 | 58644767 | |
| Goods-in transit | 0 | 0 | |
| | 40892909 | 58644767 | |
| c. Finished goods (Valued at Cost) | 60396699 | 91666230 | |
| Goods-in transit | 0 | 0 | |
| | 60396699 | 91666230 | |
| d. Stock-in-trade (Valued at Cost) | 0 | 0 | |
| Goods-in transit | 0 | 0 | |
| | 0 | 0 | |
| 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 | |
| Total | 101289608 | 150310997 | |

| NOTE 14 Trade Receivable | | | in ₹ |
|---|-----------------|----------|------|
| Particulars | As at March 31, | | |
| | 2015-16 | 2014-15 | |
| Trade receivables outstanding for a period less than six months from the date they are due for payment. | | | |
| Unsecured, considered good | 137823674 | 15358955 | |
| Unsecured, considered doubtful | 0 | 0 | |
| Less: Provision for doubtful debts | 0 | 0 | |
| | 137823674 | 15358955 | |
| Trade receivables outstanding for a period exceeding six months from the date they are due for payment | | | |
| Unsecured, considered good | 491810 | 444363 | |
| Unsecured, considered doubtful | 0 | 0 | |
| Less: Provision for doubtful debts | 0 | 0 | |
| | 491810 | 444363 | |
| Total | 138315484 | 15803318 | |
| Trade Receivable stated above include debts due by: | | | in |
| Particulars | 2015-16 | 2014-15 | |
| 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, | | |
| | 2015-16 | 2014-15 | |
| a. Balance with banks | 31935 | 34779912 | |
| This includes: | | | |
| Margin with Bank for LC | 24090 | 16000.00 | |
| Bank balance with original maturity of less than three months | 0 | 0.00 | |
| b. Other Bank Balances | | | |
| Bank balance with original maturity of more than three months but less than 12 months | | | |
| Bank balance with original maturity of more than 12 months [Refer C(1) to C(6)] | 47201398 | 36429853 | |
| c. Cheques, drafts on hand | 0 | 0.00 | |
| d. Cash in hand | 251448 | 1267145.00 | |
| Total | 47508871 | 72492910 | |

Note C

Note C (1): FDR (inclusive of accrued interest) in favour of PWD (Meghalaya) of Rs. 3,40,30,685.81/- (Previous Year Rs. 3,19,76,406.71/-) is the security against work contract in Meghalaya.

Note C (2): FDR (inclusive of accrued interest) of Rs.1,49,485.00 /- (Previous year Rs. 1,38,514.00/-) is Security for Sales Tax Registration.

Note C (3): FDR (inclusive of accrued interest) of Rs. 15,54,486.00/- (Previous Year Rs. Nil) is the Security against Overdraft Limit issued by State Bank of India against Bank OD limits.

Note C (4): FDR (inclusive of accrued interest) in favour of UP Power Transmission Corporation Limited (Chandusi) of Rs. 1,92,000.00/- (Previous Year Rs. Nil) is the security against work contract in Chandusi.

Note C (5): FDR (inclusive of accrued interest) of Rs. 94,00,676/- (Previous Year Rs. 25,66,311/-) is the Security against Bank Guarantee of Rs. 3,44,98,043/- issued by Oriental Bank of Commerce.

Note C (6): FDR (inclusive of accrued interest) of Rs. 18,74,065/- (Previous Year Rs. 17,48,621/-) 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, | | |
| | 2015-16 | 2014-15 | |
| a. Loan and Advances to related Parties | 0 | 0 | |
| b. Share Application Money to related Parties | 0 | 27100000 | |
| c. Others (specify nature) | 0 | 0 | |
| <u>Unsecured, considered good:</u> | | | |
| Security Deposits | 18453067 | 0 | |
| Advance Receivable in cash or in kind | 0 | 0 | |
| MAT Credit Entitlement | 998093 | 922562 | |
| Advance Tax & TDS | 18849528 | 14124398 | |
| VAT Credit | 154391 | 17207 | |
| Advance against purchase of Properties | 1551000 | 51000 | |
| Advance to Staff | 458000 | 495000 | |
| Prepaid Expenses | 437420 | 521178 | |
| Advance to Suppliers | 13481346 | 21935103 | |
| Advances to Parties | 7667605 | 10817605 | |
| Less: Provision for bad and doubtful debts | 0 | 0 | |
| Total | 62050450 | 75984053 | |

Related Party Transaction

| Related Party Transaction | | | in ₹ |
|--|---------|----------|------|
| Particulars | 2015-16 | | |
| | 2015-16 | 2014-15 | |
| 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 | 27100000 | |
| Total | 0 | 27100000 | |

*Either severally or jointly

| NOTE 17 OTHER CURRENT ASSETS | | | in ₹ |
|---|-----------------|---------|------|
| Particulars | As at March 31, | | |
| | 2015-16 | 2014-15 | |
| Preliminary Expenses (to be amortized within 12 months) | 0 | 56321 | |
| Total | 0 | 56321 | |

NOTE 17A CONTINGENT LIABILITIES & COMMITMENTS (to the extent not provided for)

| NOTE 17A CONTINGENT LIABILITIES & COMMITMENTS (to the extent not provided for) | | | in ₹ |
|---|-----------------|----------|------|
| Particulars | As at March 31, | | |
| | 2015-16 | 2014-15 | |
| (i) Contingent Liabilities | | | |
| (a) Claims against the company not acknowledged as debt | 0 | 0 | |
| (b) Guarantees | 34498043 | 12374005 | |
| (c) Other money for which the company is contingently liable | 0 | 0 | |
| Total | 34498043 | 12374005 | |

Profit & Loss Notes

| In ₹ | | |
|---|------------------|------------------|
| NOTE 18 REVENUE FROM OPERATIONS | | |
| Particulars | As at March 31, | |
| | 2015-16 | 2014-15 |
| Sale of products | | |
| Plots/Residential Units | 39908000 | 5476000 |
| Traded Goods | 398403001 | 698137141 |
| Sale of services | | |
| Work-Contract Operations | 347803640 | 239815056 |
| Other operating revenues | 0 | 0 |
| Less: | | |
| Excise duty | 0 | 0 |
| Total | 786114641 | 943428197 |
| NOTE 19 OTHER INCOME | | |
| In ₹ | | |
| Particulars | As at March 31, | |
| | 2015-16 | 2014-15 |
| Interest Income | | |
| On Fixed Deposits | 3211169 | 3414786 |
| Others | 0 | 403372 |
| Exchange difference | 685934 | 1473400 |
| Sundry Balance written off | 10913 | 525513 |
| 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 | 0 |
| Total | 3908016 | 5817071 |
| NOTE 20 PURCHASES OF STOCK-IN-TRADE | | |
| In ₹ | | |
| Particulars | As at March 31, | |
| | 2015-16 | 2014-15 |
| Purchase of Products | | |
| Plots/Residential units | 664506 | 4818933 |
| Traded Goods | 393813233 | 688017758 |
| Purchases made for Work Contract | | |
| Work-Contract Operations | 141029525 | 135935066 |
| Total | 535507264 | 828771757 |

| in ₹ | | |
|--|------------------|------------------|
| NOTE 21 CHANGES IN INVENTORIES OF WORK-IN-PROGRESS, STOCK-IN-TRADE & FINISHED GOODS | | |
| Particulars | As at March 31, | |
| | 2015-16 | 2014-15 |
| Opening Stock : | | |
| Stock of Trading Division | 973157 | 0.00 |
| Stock of Raw Material from Insulator | 2237729 | 2237729 |
| Stock of Plots & Residential Units | 88455344 | 76218293 |
| Stock of Work Contract Division | 58644767 | 42690501 |
| Sub Total | 150310997 | 121146523 |
| Closing Stock : | | |
| Stock of Trading Division | 0 | 973157 |
| Stock of Raw Material from Insulator | 2237729 | 2237729 |
| Stock of Plots & Residential Units | 58158970 | 88455344 |
| Stock of Work Contract Division | 40892909 | 58644767 |
| Sub Total | 101289608 | 150310997 |
| Total | 49021389 | -29164474 |
| NOTE 22 EMPLOYEES BENEFIT EXPENSES | | |
| In ₹ | | |
| Particulars | As at March 31, | |
| | 2015-16 | 2014-15 |
| (a) Salaries and incentives | 13392042 | 9906409 |
| (i) Provident fund (Inclusive of ESI) | 0 | 0 |
| (c) Staff welfare expenses | 602293 | 577889 |
| Total | 13994335 | 10484298 |
| NOTE 23 FINANCE COSTS | | |
| In ₹ | | |
| Particulars | As at March 31, | |
| | 2015-16 | 2014-15 |
| Interest expense | 13429709 | 11209093 |
| Other borrowing costs | 2889182 | 1928301 |
| Applicable net gain/loss on foreign currency transactions | 0 | 0 |
| Total | 16318891 | 13137394 |
| NOTE 24 DEPRECIATION & AMORTISATION EXPENSES | | |
| In ₹ | | |
| Particulars | As at March 31, | |
| | 2015-16 | 2014-15 |
| Depreciation | 12607928 | 12440508 |
| Amortisation Expenses (Written off during the year) | 56321 | 348155 |
| Total | 12664249 | 12788663 |

| NOTE 25 OTHER EXPENSES | | In ₹ | |
|--|-----------------|----------|--|
| Particulars | As at March 31, | | |
| | 2015-16 | 2014-15 | |
| Construction and Site Expenses | | | |
| Power and fuel | 12621003 | 11697998 | |
| Frieght Inward | 5123284 | 3755059 | |
| Wages & Labour Charges | 75526288 | 39355628 | |
| Vat Expenses | 28026642 | 17115008 | |
| Custom Fees | 2104637 | 4065408 | |
| Others Site Expenses i.e Forest Royalty, Labour cess etc | 4068865 | 3583130 | |
| Payments to the auditor as | | | |
| a. auditor | 22500 | 22500 | |
| b. for taxation matters | 7500 | 7500 | |
| Advertisement | 117742 | 80921 | |
| Business Promotion | 565400 | 321541 | |
| Donation | 275000 | 86000 | |
| Electricity Expenses | 305027 | 137966 | |
| Entry Tax on Purchases | 56776 | 256682 | |
| Compensation paid on Accident | 0 | 600000 | |
| Fees & Subscription | 494957 | 536700 | |
| Generator Running Expenses | 140173 | 117780 | |
| Insurance | 708765 | 1055265 | |
| Legal/ Professional & Consultancy Charges | 3372580 | 2812065 | |
| Misc. Expenses | 979513 | 612533 | |
| Tender Fees | 340109 | 15489 | |
| Newspaper and Periodicals | 5577 | 3900 | |
| Postage & Courier Charges | 59587 | 44963 | |
| Printing & stationery | 289747 | 260526 | |
| Sundry Balance W/off | 0 | 687076 | |
| Rates & Taxes | 213011 | 0 | |
| Rent | 877500 | 297000 | |
| Repairs & Maintenance | 5628231 | 4502264 | |
| RTA Charges | 42631 | 45832 | |
| Telephone & Internate Expenses | 353617 | 350915 | |
| Travelling and Conveyance Charges | 5187127 | 1788316 | |
| Testing Charges | 458067 | 2361810 | |
| Vehicle Running Expenditure | 2002736 | 1548903 | |
| Total | 149974592 | 98126678 | |

NOTE - 26**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016 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) and comply in all material aspects, with mandatory Accounting Standards specified in section 133 of the Companies Act, 2013 read with Rule 7 of the companies (Accounts) Rules 2014, relevant provisions of the Companies Act and statements issued by the Institute of Chartered Accountants of India. 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. Accounting Estimates

The preparation of the financial statements, in conformity with generally accepted accounting principles, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

3. Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses. Cost comprises purchase price, duties, levies and any other cost relating to the acquisition and installation of the asset. Fixed assets under construction are treated as soon the assets become operational and ready for use. Borrowing cost, if any, directly attributable to the acquisition and / or construction of fixed asset, until the date assets are ready for its intended use, are capitalized as a part of the cost of that asset subject to the provisions of impairment of the assets.

4. Depreciation

- 4.1** 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.
- 4.2** Depreciable amount for assets is the cost of an asset less its estimated residual value.
- 4.3** 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.

5. Revenue Recognition

- 5.1** 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.

5.2 Sales are recognised 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.

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

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

6. Inventories

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

6.1 Raw material, consumables and stores and spares are valued at the lower of cost or net realizable value.

6.2 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.

6.3 Finished goods is valued at the lower of cost or net realizable value.

6.4 Company has followed FIFO basis of valuation of its stock sold.

7. Investments

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

7.2 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.

7.3 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.

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

8. Taxation

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities

in accordance with the Income-tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rate and the tax laws enacted or substantially enacted at the balance sheet date.

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

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

9. Foreign Currency Transaction

Foreign currency 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.

10. Retirement and other Employees' Benefits

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

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

11. Borrowing Cost

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

12. Joint Ventures

i) Interest in Jointly Controlled Operations

Assets that it controls and the liabilities that it incurs, expenses that it incurs and its share of income that it earns from the joint ventures is

recognized in its Separate Financial Statements; and

ii) Interest in Jointly Controlled Entities

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

13. Impairment of Assets

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

14. Contingencies and Provisions

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

15. Related Party Transaction

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

16. Earnings Per Share

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

and is being utilized in the business is treated as dilutive equity shares.

17. Research and Development

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

B. NOTES ON ACCOUNTS

1. Presentation and disclosure of financial statements:

During the year ended 31 March 2016, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the companies, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

2. Directors' and Auditors' Remuneration :

| Particulars | 2015-16 (Rs.) | 2014-15 (Rs.) |
|-------------------------|---------------|---------------|
| Director's Remuneration | 9,60,000 | 6,00,000.00 |
| Auditor's Remuneration | 30,000.00 | 30,000.00 |

3. Foreign Exchange :

(Rs. In Crore)

| Particulars | 2015-16 (Rs.) | 2014-15 (Rs.) |
|--------------------------|---------------|---------------|
| Earnings | NIL | NIL |
| Outgo-Import of Material | 1.81 | 2.22 |

4. Details of Key Managerial Personnel :

| Key Managerial Personnel | Nature of Payment | Amount |
|--------------------------|-----------------------|------------|
| Mr. Akash Gupta | Director Remuneration | 9,60,000/- |
| Mrs. Rama Gupta | Rent | 1,80,000/- |

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

| Name of Enterprises | Nature of Transaction | Balance as on 31.03.2016 |
|-------------------------------------|--|--------------------------|
| Global Glass Technologies Pvt. Ltd. | Share Application Money (To be refunded) | 91,000.00 Dr. |

6. Basic and Diluted Earning Per Share is Re 0.44 (Previous Year – Re. 0.11).

7. Deferred Tax Liability /(Assets) :

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

| Items | Deferred Tax Liability /Assets as at 01.04.2015 | Current Deferred Tax | Deferred Tax Liability/ Assets as at 31.03.2016 |
|--|---|----------------------|---|
| Difference between book and tax depreciation | 1,69,90,670 | 32,44,979 | 2,02,35,649 |
| Unabsorbed Dep/Loss | NIL | NIL | NIL |
| Timing Difference-Merger Expenditure | (2,94,039) | 2,94,040 | NIL |
| Total Timing Difference | 1,66,96,631 | 35,39,019 | 2,02,35,649 |
| Deferred Tax Liabilities/Assets | 51,59,259 | 10,93,557 | 62,52,816 |

8. 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**

**Akash Gupta
(Managing Director)**

**Rama Gupta
(Director)**

**Shivam Agrawal
(CFO)**

**Place : Delhi
Dated : 30.05.2016**

**Shivi Sharma
(Company Secretary)**

CASH FLOW STATEMENT

| Particulars | For the year ended March 31 | |
|--|-----------------------------|-----------------|
| | 2016 | 2015 |
| | in ₹ | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net Profit after Tax and Extra ordinary Items : | 8533132 | 10268367 |
| Adjustment for -- | | |
| Depreciation and Amortisation | 12664249 | 12788663 |
| Provision for Tax | 2915248 | 3021361 |
| Deferred Tax Income | 1093557 | 1811224 |
| Interest Paid | 16318891 | 13137394 |
| Interest Received | (3211169) | (3818158) |
| Operating profit before working capital changes | 38313908 | 37208851 |
| Changes in Assets and Liabilities : | | |
| Trade and other receivables | (122512166) | 103472975 |
| Inventories | 49021389 | (29164474) |
| Short Term Advances | 2136670 | (884958) |
| Bank Over draft | 41808987 | (44354791) |
| Expenses Payable | 1567123 | 1656675 |
| Trade Payables | (27532638) | (54010957) |
| Cash Generated from operation: | (17196728) | 13923320 |
| Income Tax Paid | 3021361 | 2980941 |
| NET CASH GENERATED BY OPERATING ACTIVITIES (A) | (20218089) | 10942379 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Investment in Shares & Other Investment | 8812988 | (6000000) |
| Change in Long Term Loans & Advances | 44745000 | 70480000 |
| Capital Advance for Property | - | - |
| Purchase of Fixed Assets | (6395039) | (29445545) |
| Change in Deposits | (18475067) | (17546809) |
| Change in Short Term Loans & Advances | 3150000 | (4384102) |
| Interest Received | 3211169 | 3818158 |
| NET CASH USED IN INVESTING ACTIVITIES (B) | 35049051 | 16921702 |
| CASH FLOWS FROM FINANCIAL ACTIVITIES | | |
| Secured Loan Taken / (Repaid) | (23496110) | 18156614 |
| Interest Paid | (16318891) | (13137394) |
| Dividends Paid (including corporate dividend tax) | - | (5576530) |
| Unsecured Loan Taken / (Repaid) | 0 | - |
| NET CASH USED IN FINANCING ACTIVITIES (C) | (39815002) | (557309) |
| NET INCREASE/ (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C) | (24984039) | 27306772 |
| ADD: CASH & CASH EQUIVALENT AT THE BEGINNING OF THE PERIOD | 72492910 | 45186139 |
| CASH & CASH EQUIVALENT AT THE END OF THE PERIOD | 47508871 | 72492910 |

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, 2016. 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, 2016 to the members of the company

**For KPMC & Associates
Chartered Accountant**

(Sanjay Mehra)

Partner

Firm Reg. No. 005359C

M No. 075488

Date: 30.05.2016

Place: Delhi





CCL INTERNATIONAL LIMITED

REGISTERED OFFICE: M-4, GUPTA TOWER, B 1/1, COMMERCIAL COMPLEX, AZADPUR, NEW DELHI-110033.
CIN: L26940DL1991PLC044520 **CONTACT NO.:** 0120 4214258
EMAIL ID: cclinternational2008@gmail.com

POLL PAPER

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 25th Annual General Meeting of the company dated 30 September, 2016, by conveying my/our assent or dissent to the said Resolution (s) by placing the tick (✓) mark at the appropriate box below

| Resolution No. | Resolution | For | Against |
|----------------|---|-----|---------|
| 1. | Adoption of Audited Financial Statement for the financial year ended 31st March, 2016 together with the Report of the Board of Director & Auditors there on | | |
| 2. | Re-appointment of Mrs. Rama Gupta (DIN : 00080613), who retires by rotation. | | |
| 3. | Ratification of Auditor's Appointment | | |
| 4. | Ratification of the Remuneration of Cost Auditor | | |
| 5. | Adoption of new set of Article of Association as per Companies Act 2013. | | |
| 6. | Borrowing Limit in excess of Paid up Capital and Free Reserves as per Companies Act, 2013. | | |
| 7. | Creation of Charge / Mortgage on assets of the Company. | | |
| 8. | Revision in the remuneration of Mr. Akash Gupta (DIN : 01940481), Managing Director and CEO of the Company. | | |
| 9. | Appointment of Ms. Sonam Sharma (DIN : 07603977) as an Independent Director | | |

Place: _____

Date: _____

Signature of Shareholder

Notes: Please read the instructions carefully

INSTRUCTIONS

1. Members may fill up the Poll Paper printed and submit the same to the Scrutinizer at the time of AGM
2. 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.
3. 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 Poll Paper would be ignored.
4. 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.
5. There will be only one Poll Paper for every Folio/DPID Client irrespective of the numbers of Joint members.
6. In case of joint holders, the Poll Paper should be signed by the first named shareholder and in his/her absence by the next named shareholders. Poll Paper 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 objection on such Poll Paper signed by other joint holders.
7. Where the Poll Paper 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 Poll Paper
8. Instructions for e-voting procedure are available in the Notice of annual general meeting.

CCL INTERNATIONAL LIMITED
CIN No.: L26940DL1991PLC044520
Regd. Office: M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, New Delhi-110033.

Attendance Slip

25th Annual General Meeting: Friday, 30th September, 2016 AT 11:00 A.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 **Friday, September 30, 2016** at 11:00 A.M at Hotel Golden Palm, Plot No. 6C, Mandawali, Fazalpur, Delhi-92

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

SIGNATURE

CCL INTERNATIONAL LIMITED
CIN No.: L26940DL1991PLC044520
Regd. Office: M-4, Gupta Tower, B 1/1, Commercial Complex, Azadpur, New Delhi-110033.

Proxy Form

25th Annual General Meeting: Friday, 30th September, 2016 AT 11:00 A.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 25th Annual General Meeting of the Company, to be held on : **FRIDAY, 30th SEPTEMBER, 2016 AT 11:00 A.M.** at Hotel Golden Palm, Plot No. 6C, Mandawali, Fazalpur Delhi-92 and at any adjournment thereof in respect of such resolutions as are indicated below

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| 8. | Revision in the remuneration of Mr. Akash Gupta (DIN: 01940481), Managing Director and CEO of the Company. | | |
| 9. | Appointment of Ms. Sonam Sharma (DIN : 07603977) as an Independent Director | | |

Signed this _____ day of _____ 2016

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