

**Annual Report for year 2008 – 2009**

**CCL INTERNATIONAL LIMITED**

Regd office:30 , Bharti Artist Colony,  
Vikas Marg, Laxmi Nagar, Delhi-92

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## COMPANY INFORMATION

### **BOARD OF DIRECTORS**

Mr. Girish R. Gupta	Managing Director
Mrs. Rama Gupta	Director
Mr. Akash Gupta	Director
Mr. Arvind Sharma	Director
Mr. Ranjeet kumar Verma	Director
Mrs. Sudha Gupta	Director

### **AUDIT COMMITTEE MEMBERS**

Mrs. Sudha Gupta	Chairman
Mr. Arvind Sharma	Member
Mrs. Rama Gupta	Member
Mr. Girish R. Gupta	Member

### **CHIEF FINANCIAL OFFICER**

Mr. Anuj Gupta

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. Shyam Kumar

### **STATUTARY AUDITORS**

Vidya & Company

703 , Pragati Tower , 26

Rajendra Palace . New Delhi - 110008

### **BANKERS**

1. The Khattri Co.op Urban Bank Ltd.
2. The IDBI Bank Ltd.
3. HDFC Bank Ltd
4. Bank of Baroda

### **REGISTERED OFFICE**

30, Bharti Artist Colony,

Main Vikas Marg, Laxmi Nagar, Delhi-92,

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of the Company will be held on Tuesday, the 29<sup>th</sup> day of September, 2009 at 3:30 P.M. at 30, Bharti Artist Colony, Main Vikas Marg, New Delhi-110092, to transact the following business: -

### Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2009 and the Profit & Loss Account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint Director in place of Sh. Arvind Sharma, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint M/s. Vidya & Co., Chartered Accountants, the retiring Auditors, as Statutory Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of next annual general meeting and to fix their remuneration.

### Special Business

4. Appointment of Mrs. Rama Gupta as Director of the Company:

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

**"RESOLVED THAT** Mrs. Rama Gupta, who was appointed as an Additional Director with effect from October 04, 2008 by the Board of Directors of the Company and who ceases to hold office pursuant to Sec.260 of Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation"

5. Appointment of Mr. Akash Gupta as Director of the Company and approve the increase in their remuneration and revise his grade:

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

**"RESOLVED THAT** Mr. Akash Gupta, who was appointed as an Additional Director with effect from October 04, 2008 by the Board of Directors of the Company and who ceases to hold office pursuant to Sec.260 of Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation"

“**Resolved Further** that pursuant to the provision of section 198,309 and 310 read with schedule-XIII of the Companies Act 1956, as amended from time to time, and other applicable provisions, if any, of the Companies Act 1956, and provisions of Articles of Association of the Company, the salary grade of Mr. Akash Gupta ,Director which has been revised and extended, from Rs.25000 p.m to Rs.40,000 p.m., by the Board of Directors, be and here by approved with effect from 1<sup>st</sup> September 2009.”

6. Appointment of Mrs. Sudha Gupta as Director of the Company:

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

“**RESOLVED THAT** Mrs. Sudha Gupta, who was appointed as an Additional Director with effect from July 10, 2009 by the Board of Directors of the Company and who ceases to hold office pursuant to Sec.260 of Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”

7. Appointment of Mr. Ranjeet kumar Verma as Director of the Company:

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

“**RESOLVED THAT** Mr. Ranjeet Kumar Verma , who was appointed as an Additional Director with effect from August 21, 2009 by the Board of Directors of the Company and who ceases to hold office pursuant to Sec.260 of Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”

By Order of the Board of Directors  
For **CCL International Limited**

(Shyam Kumar)  
Company Secretary

Place: New Delhi  
Dated: 02.09.2009

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES MAY BE IN THE FORM ANNEXED HERETO AND TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and the Share Transfer books of the Company will remain closed from 22<sup>nd</sup> September 2009 to 29<sup>th</sup> September 2009 (both days inclusive).
3. Only Registered Members carrying attendance slips and holders of valid proxies registered with the Company will be permitted to attend the Meeting.
4. Members are informed that Share Transfer and related activities are being carried out by Alankit Assignments Limited, Registrar and Transfer Agents, from the following address: -

**ALANKIT ASSIGNMENTS LIMITED**  
**Alankit House**  
**2E/21, Jhandewalan Extension,**  
**New Delhi – 110 055**  
**Tel : 23541234, 42514234 Fax: 23552001, 42541201**  
**E-mail : alankit@alankit.com**

All correspondence may kindly be sent to the above address only.

5. Members are requested to notify immediately any change in their address (with pin code) to Alankit Assignments Limited, quoting their folio numbers
6. Members are requested to intimate their queries, if any, relating to the accounts or any other matters at least seven days in advance of the meeting so that the information can be made readily available and furnished at the meeting.
7. The Company is registered with the following Depositories for Dematerialization of its Equity Shares:-
  - i) National Securities Depositories Ltd (NSDL) at Trade World, 4<sup>th</sup> Floor, Kamla Mills Compound, Senapati Bapat Mrg., Lower Parel, Mumbai-400013
  - ii) Central Depository Services (India) Ltd (CDSL) at Phiroze Jeejeebhoy Tower, 28<sup>th</sup> Floor, Dalal Street, Mumbai-400001
8. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, which sets out details relating to special business, is annexed hereto.
9. Brief Resume and other information, in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, as required under Clause 49 of the Listing Agreement with the Stock Exchanges are given hereunder.

**A. Mrs. Rama Gupta**

Date of Birth	:	August 30, 1966
Date of Appointment	:	October 04, 2008
Qualification	:	M.A. and also B.Ed from CCS University, Meerut;
Expertise in specific functional areas	:	She holds Directorship in many more public and private companies from a long time and having great experience in this field.
Outside Directorships held	:	4
Outside Committee positions held	:	NIL
Shareholding in the Company	:	41500 shares i.e.0.613 %

**B. Mr. Akash Gupta**

Date of Birth	:	March 29, 1989
Date of Appointment	:	October 04, 2008
Qualification	:	Pursuing B.tech from a reputed Institute of Greater Noida,U.P.;
Expertise in specific functional areas	:	He is expert in public relationship and having good skills to manage people.
Outside Directorships held	:	1
Outside Committee positions held	:	NIL
Shareholding in the Company	:	122300 shares i.e. 1.806 %

**C. Mr. Arvind sharma**

Date of Birth	:	August 30, 1969
Date of Appointment	:	October 04, 2008
Qualification	:	B.Tech in civil engineering.
Expertise in specific functional areas	:	He has great experiences in many more fields specially in technical fields.
Outside Directorships held	:	NIL
Outside Committee positions held	:	NIL
Shareholding in the Company	:	NIL

**D. Mrs. Sudha Gupta**

Date of Birth	:	January 12, 1980
Date of Appointment	:	October 04, 2008
Qualification	:	Associate Member of the Institute of Company Secretaries of India (ICSI); Associate Member of the Institute of Chartered Accountants of India (ICAI).
Expertise in specific functional areas	:	She has great experience having over more than three years as a Company Secretary and also practicing as a Chartered Accountant from one year in the field of tax laws and Corporate

		Accounting. She has been good speaker in study circle meeting of Institute of Chartered Accountant of India (ICAI).
Outside Directorships held	:	1
Outside Committee positions held	:	NIL
Shareholding in the Company	:	NIL

**E. Mr. Ranjeet Kumar Verma**

Date of Birth	:	15 Dec. 1974
Date of Appointment	:	August 21, 2009
Qualification	:	Associate Member of the Institute of Company Secretaries of India (ICSI);
Expertise in specific functional areas	:	He has great experience having over more than two and half years as a Practicing Company Secretary in the field of Companies Laws, tax laws and Corporate Accounting.
Outside Directorships held	:	NIL
Outside Committee positions held	:	NIL
Shareholding in the Company	:	NIL



**EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956**

**Item No. 4**

Mrs. Rama.Gupta was appointed as an Additional Director of the Company with effect from October 04, 2008 pursuant to Section 260 of the Companies Act, 1956 (the Act), and applicable provisions of Articles of Association of the Company. He will hold the office of Director upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 257 of the Companies Act, 1956 in writing along with requisite deposit, proposing her as a candidate for the office of Director of the company, liable to retire by rotation.

Your Directors recommend the appointment for your approval.

Except Mrs. Rama Gupta no other director is concerned or interested in this resolution.

**Item No. 5**

Mr. Akash.Gupta was appointed as an Additional Director of the Company with effect from October 04, 2008 pursuant to Section 260 of the Companies Act, 1956 (the Act), and applicable provisions of Articles of Association of the Company. He will hold the office of Director upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 257 of the Companies Act, 1956 in writing along with requisite deposit, proposing him as a candidate for the office of Director of the company, liable to retire by rotation.

The Board of Directors has also been authorized by the Article of Association of the Company to vary and/or modify his remuneration within the limits laid down in the schedule XIII of the Companies Act 1956. In view of increased activities of the company and more responsibilities being entrusted to him and also based on his performance, the Board subject to the approval of shareholders, and the provisions of the Companies Act 1956 be regarded as an abstract of the variations of the terms of his remuneration and memorandum of interest of the Director under section 302 of the Companies Act, 1956.

Your Directors recommend the appointment and increase in remuneration for your approval.

Except Mr. Akash Gupta no other director is concerned or interested in this resolution.

**Item No. 6**

Mrs. Sudha.Gupta was appointed as an Additional Director of the Company with effect from July 10, 2009 pursuant to Section 260 of the Companies Act, 1956 (the Act), and applicable provisions of Articles of Association of the Company. He will hold the office of Director upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 257 of the Companies Act, 1956 in writing along with requisite deposit, proposing her as a candidate for the office of Director of the company, liable to retire by rotation.

Your Directors recommend the appointment for your approval.

Except Mrs. Sudha Gupta no other director is concerned or interested in this resolution

**Item No. 7**

Mr. Ranjeet Kumar Verma was appointed as an Additional Director of the Company with effect from August 21, 2009 pursuant to Section 260 of the Companies Act, 1956 (the Act), and applicable provisions of Articles of Association of the Company. He will hold the office of Director upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 257 of the Companies Act, 1956 in writing along with requisite deposit, proposing him as a candidate for the office of Director of the company, liable to retire by rotation.

Your Directors recommend the appointment for your approval.

Except Mr. Ranjeet Kumar Verma, no other director is concerned or interested in this resolution

Place: New Delhi  
Dated: 02.09.2009

By Order of the Board,  
For **CCL International Limited**

Shyam Kumar  
**Company Secretary**

## **DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting the 18<sup>th</sup> Annual Report with Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March 2009.

### **Financial Results:**

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

Particulars	(Rs. In Lacs)	
	Year Ended 31.03.2009	Year Ended 31.03.2008
Sales & Other Income	4964.71	4646.39
Profit Before Depreciation , Interest & Tax	26.96	62.20
Interest & Depreciation	04.42	04.89
Profit/(Loss)Before Tax	22.54	57.31
Provision for Tax – Current	3.03	-2.00
- Fringe Benefit Tax	0.73	0.43
- Deferred	0.00	0.00
- Security Transaction Tax	0.00	5.58
Profit/(Loss) after Tax	18.78	53.30
Loss Brought Forward from Previous Year	(31.28)	(84.58)
Loss Carried to Balance Sheet	(12.50)	(31.28)

### **Performance Review :**

During the year under review, your company achieved turnover of Rs 4964.71 Lacs as compared to Rs. 4646.39 Lacs in the previous year. Net profit after tax is Rs.18.78 Lacs as compared to net profit of Rs. 53.30 Lacs in the previous year. During the year under review, there has been a rise of 6.85% in the Turnover & decrease 64.77 % in the Net Profit after Tax. Your directors are exploring the possibilities for diversification and expansion of the business activities of the Company and are taking necessary steps accordingly.

### **Business Operations:**

Presently, your Company is carrying on the business of manufacturing & trading of fibres & fabrics. It is proposed to diversify the activities of the Company into the fields of Iron & Steel, garments & related accessories in India & abroad. Your Directors propose to amend the Objects Clause in the Memorandum of Association. It is also proposed to change the name of the Company to CCL International Ltd. Your Directors are pleased to inform that the proposed new name has been approved by ROC. The same are subject to Shareholders' approval.

Further, in order to capture all the available as well as prospective resources and opportunities & further to substantiate the diversification proposal, your Directors are of the opinion that it is important to give a boost to the present working and present management of the Company, and for that purpose, it would be in the best interests of the Company if the affairs of the Company are managed by a more competent and experienced management, who can manage the Company in a more efficient manner. The Board has also identified a Group consisting of Mr. Anil Kumar, Mrs. Rama Gupta, Mr. Akash Gupta & Mr. Rupendra Kumar Varshney and has found them suitable for the same. They have also accepted the Board's request.

The same is subject to shareholders' approval. Postal Ballot Notice & Forms have already been dispatched to the shareholders.

### **Adequacy of Internal Control System**

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

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

### **Financial Performance**

Operational Results, 2008-09 Versus 2007-08:

(Rs. in Lacs)		
Particulars	2008-09	2007-08
Total Income	111.32	120.40
Interest & Financial Charges	1.35	2.31
Expenses	84.01	58.20
Depreciation	3.42	2.58
Total Expenditure	88.78	63.09
Profit before Tax (PBT)	22.54	57.31
Provision for Tax	3.76	4.01
Profit after tax (PAT)	18.78	53.30
Paid up Equity Capital	589.46	525.36
Reserves & Surplus	17.80	17.80
Earning per Share	0.32	1.01

### **Dividend:**

The company has taken a massive expansion drive and would required substantial outflow of funds. Hence, in view of the same, the Board of Directors has decided not to declare any dividend this year.

### **Fixed Deposits:**

Your Company has not accepted any deposits from public. There are no unclaimed or unpaid deposits as on 31<sup>st</sup> March 2009.

### **Directors:**

Sh. Arvind Sharma, Director of the company, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mrs. Rama Gupta, who was appointed as an Additional Director of the Company on 04th of October, 2008 and in respect of whom the company has received a notice in writing from a member signifying his intention to propose the candidature of Mrs. Rama Gupta for the office of director in terms of section 257 of the Companies Act, 1956.

Mr. Akash Gupta, who was appointed as an Additional Director of the Company on 04th of October, 2008 and in respect of whom the company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Akash Gupta for the office of director in terms of section 257 of the Companies Act, 1956.

Mrs. Sudha Gupta, who was appointed as an Additional Director of the Company on 10<sup>th</sup> of July, 2009 and in respect of whom the company has received a notice in writing from a member signifying his intention to propose the candidature of Mrs. Sudha Gupta for the office of director in terms of section 257 of the Companies Act, 1956.

Mr. Ranjeet Kumar Verma, who was appointed as an Additional Director of the Company on 21<sup>st</sup> of August, 2009 and in respect of whom the company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Ranjeet Kumar Verma for the office of director in terms of section 257 of the Companies Act, 1956.

Mr. Anuj Gupta resigned from the office of Director on 24<sup>th</sup> of November 2008.

Mr. Naresh Kumar Gupta resigned from the office of Director on 04<sup>th</sup> October 2008

Mr. Rupendra Kumar Vershney resigned from the office of Director on 21<sup>st</sup> August 2009.

#### **Material Changes :**

There are no material changes, affecting the financial position of the company between the end of the financial year of your company to which balance sheet relates and the date of Directors' Report.

#### **Auditors :**

M/s. Vidya & Co., Chartered Accountants, the Auditors of the company retires at the forthcoming Annual General Meeting and are eligible for re-appointment. The Audit Committee and your Board recommend their reappointment as Auditors of the Company. The company has received letter from them to the effect that their appointment, if made, would be within prescribed limit under Section 224(1B) of the Companies Act, 1956.

#### **Auditors' Report:**

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

#### **Compliance with Accounting Standards**

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

#### **Listing Agreement:**

The securities of the Company are listed on The Delhi Stock Exchange Association Ltd. (DSE), The Bombay Stock Exchange Limited (BSE), The Jaipur Stock Exchange Ltd. (JSE) and Ahmedabad Stock Exchange Ltd. (ASE). The Company has paid Annual Listing fee of two stock exchanges BSE and DSE and complies with all the provisions of listing agreement.

Since, the trading permission of securities was suspended due to non compliance of listing agreement, now your directors have ensured to comply with all the clauses of listing agreement. In pursuant to this, your directors have filed the application in Bombay Stock Exchange for revocation of suspension of trading.

#### **Dematerialization of Share :**

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

The Company confirms that the annual custodian fees to the Depositories have been paid and is up to date.

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

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

- i) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2009, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for the year ended 31<sup>st</sup> March 2009.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March 2009 on 'going concern' basis.

#### **Personnel:**

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

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

#### **Conservation of Energy, Technology Absorption:**

Particulars under Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, on conservation of energy, technology absorption are not applicable to the Company.

#### **Foreign Exchange Earnings and Outgo:**

Foreign Exchange Earnings and Outgo: Nil

**Corporate Governance:**

A report on Corporate Governance appears in this Annual Report. A certificate from Statutory Auditors M/s. Vidya & Co., Chartered Accountants, with regard to Compliance of the Corporate Governance code by your company is annexed hereto as **Annexure** and forms part of this report.

Corporate Governance Report, Management Discussion and Analysis Report and Certificate from Auditors on Corporate Governance, as required by Clause 49 of the Listing Agreement is annexed hereto as Annexure and forms part of this report

**Acknowledgement:**

Your directors take this opportunity to offer their sincere thanks to the bankers of the company, business associates, vendors, shareholders, employees and esteemed clients for their unstinted support and assistance and look forward to the same in the times ahead.

**For and On Behalf of the Board**

(Rama Gupta)  
**Chairman**

Place: New Delhi  
Dated: 02.09.2009

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

### **DISCLAIMER**

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**

Your Company operates in trading business that relates to purchase and sale of different types of fabrics & fibers e.g yarn, jute , Sofa Fabrics, Cotton Fabrics & Grey Clothes. Your Company is also in the process of reviewing its operations and diversify into the iron & steel industry- both at domestic & international levels. Objects Clause in the Memorandum of Association has been changed by your approval & accordingly also changed the name of the Company to CCL International Ltd. The same was subject to the resolution passed by the Shareholders through postal ballot.

### **REVIEW OF OPERATIONS**

The Company during the period under review mainly concentrated on the trading business of different types of fabrics & ferrous. The Turnover during the period under review was Rs 4578.44 Lacs and it earned a Profit after Tax of Rs 53.30 Lacs for the period under review.

### **RESOURCES AND LIQUIDITY**

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

### **OPPORTUNITIES**

Your Directors are keenly conscious of the emerging opportunities in the business arena, together we shall endeavor to take best of every good opportunity in very best interest of our shareholders.

### **HUMAN RESOURCES**

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.



### **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 international 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.

**For and On Behalf of the Board**

(Rama Gupta)  
**Chairman**

Place: New Delhi  
Dated: 02.09.2009

## CORPORATE GOVERNANCE REPORT

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

Corporate Governance is the acceptance by management of the inalienable rights of shareholders as true owners of the organization and of their own role as the trustees on their behalf. It is about commitment to values, ethical business conduct and making a distinction between personal & corporate funds in the management of the Company.

Corporate Governance is looked upon as a distinctive brand and benchmark in the profile of Corporate Excellence.

It stems from the culture & mindset of management and cannot be regulated by legislation alone. Your management recognizes principles of corporate governance as providing strong foundation to the edifice on which the success of a corporate rests.

### 2. BOARD OF DIRECTORS

The Board consisted of 8 directors out of whom five are non-executive directors and independent, three of them are Executive. Mrs. Rama .Gupta, Chairman of the Company is an Executive Director.

Sl. No.	Name of the Director	Status	Date of appointment	Date of Cessation	No. of Board Meetings held	No. of Board Meetings attended	Last AGM attended	No. of other directorship and committee membership and chairmanship.		
								Other Directorship	Committee Membership	Committee Chairmanship
1.	Girish R. Gupta	Executive	04.06.1991	N.A.	10	10	Yes	-	-	-
2.	Naresh Kumar Gupta	Non Executive	04.06.1991	04.10.2008	1	1	Yes	-	-	-
3.	Anuj Gupta	Independent Non Executive	24.05.2005	24.11.2008	2	2	Yes	1	-	-
4.	Arvind Sharma	Independent Non Executive	15.10.2005	N.A.	10	10	Yes	-	-	-
5.	Rama Gupta	Executive	04.10.2008	N.A.	10	10	No	5	-	-
6.	Akash Gupta	Executive	04.10.2008	N.A.	10	10	No	2	-	-
7.	Rupendra Kumar Varshney	Independent Non Executive	04.10.2008	N.A.	10	10	No	-	-	-
8	Ranjeet Kumar Verma	Independent Non Executive	21.08.2009	N.A.	0	0	No	--	--	--

### DATE & NUMBER OF BOARD MEETINGS HELD

Six Board meetings were held during the year on 30<sup>th</sup> April 2008, 31<sup>st</sup> July 2008, 04<sup>th</sup> October 2008, 31<sup>st</sup> October 2008, 24<sup>th</sup> November 2008 and 30<sup>th</sup> January 2009.

### 3. AUDIT COMMITTEE

The Company has an Audit Committee of Directors. The Committee has the powers similar to those stated in the Clause 49 of the listing Agreement and Section 292A of the Companies Act 1956 and exercises most of the functions as per terms of reference of the Audit Committee.

#### COMPOSITION

The Audit Committee of the Board of your company comprises of four members out of which two members are Executive Directors and others two are Non-Executive and Independent directors. The committee functions under the Chairmanship of Mr. Arvind Sharma who is an independent director. The composition of committee is as follows:

Name of Members	Designation	Status/ Position
1. Mr. Rupendra kumar Varshaney	Member	Non Executive Independent Director
2. Mr. Arvind Sharma	Chairman	Non Executive Independent Director
3. Mrs. Rama Gupta	Member	Executive Director
4. Mr. Girish R. Gupta	Member	Executive Director

#### NO. OF MEETINGS AND ATTENDANCE AT MEETINGS

Four meetings of Audit Committee were held during the year 2008-09, on 30<sup>th</sup> April 2008, 31<sup>st</sup> July 2008, 31<sup>st</sup> October 2008 and 30<sup>th</sup> January 2009.

The Attendance of the Committee members at the above meetings is as follows:

MEMBERS	COMMITTEE MEETINGS	
	Held	Attended
1. Sh. Girish R. Gupta	4	4
2. Smt. Rama Gupta	4	4
3. Sh. Arvind Sharma	4	4
4. Sh. Rupendra Kumar Varshney	4	4

Statutory Auditors are permanent invites to the Audit Committee.

#### **4. SHAREHOLDERS' / INVESTORS GRIEVANCE COMMITTEE -**

##### **COMPOSITION**

The Company has a Shareholders'/Investors Grievance Committee to redress the complaints of the shareholders in respect of the matters pertaining to transfer of shares, non-receipt of annual report, dematerialization of shares etc. The Committee comprises of four directors namely Sh. Girish R. Gupta, Sh. Rama Gupta and Sh. Arvind Sharma and Sh. Rupendra Kumar Varshney. The Committee functions under the chairmanship of Sh. Arvind Sharma.

##### **COMPLIANCE OFFICER**

As per the requirement of the Listing Agreement with the Stock Exchange, Mr. Shyam Kumar, Company Secretary of the Company shall act as the Compliance Officer of the Company.

During the year under review the company has not received any complaint from shareholders nor are there any pending transfers as on 31<sup>st</sup> March 2009.

#### **5. GENERAL BODY MEETINGS:**

Location and time for the last three Annual General Meetings (AGM).

<b>Year</b>	<b>Location</b>	<b>Date</b>	<b>Time</b>
2005-06	30, Bharti Artist Colony Main Vikas Marg New Delhi-110092.	29.09.06	3.30 p.m.
2006-07	30, Bharti Artist Colony Main Vikas Marg New Delhi-110092.	28.09.07	3.30 p.m.
2007-08	30, Bharti Artist Colony Main Vikas Marg New Delhi-110092	25.09.08	3.30 p.m.

All the Directors of the Company were present at the above Annual General Meetings.

During the year, three resolutions were passed through postal ballot pursuant to section 192A of the Companies Act, 1956 for change of name according to section 21, alteration of object clause as per section 17 of the Companies Act, 1956 and for transfer of absolute control to Mr. Anil Kumar, Mrs. Rama Gupta and Mr. Akash Gupta as per Regulation 12 of SEBI (Substantial Acquisitions of Shares and Takeover) Regulations 1997. All the resolutions were passed as special resolution.

## 6. MEANS OF COMMUNICATION

Unaudited Quarterly results for the quarters ending on 30<sup>th</sup> June 2008, 30<sup>th</sup> September 2008 and 31<sup>st</sup> December 2008 and 31<sup>st</sup> March 2009 were published in “Dainik MahaLakshmi Bhagodhaya” and “Money Makers”. Notice of AGM and Book Closure for the period ended on 31<sup>st</sup> March 2009 were published on 2<sup>nd</sup> September 2009 in “Financial Express” and “Amrit varsha”. The results are promptly furnished to the Stock Exchange for display on their respective websites.

Quarters	Date of Board Meeting	Date of Press Release
April – June 2008	31 <sup>st</sup> July 2008	31 <sup>st</sup> July 2008
July–September 2008	31 <sup>st</sup> October 2008	31 <sup>st</sup> October 2008
October-December 2008	30 <sup>th</sup> January 2009	30 <sup>th</sup> January 2009
January-March 2009	30 <sup>th</sup> April 2009	30 <sup>th</sup> April 2009

## DISCLOSURES

- 1) There was no transaction of the company of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large.
- 2) Details of non-compliance by company, penalties strictures imposed on the company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years – have already been complied with as informed by the respective authorities.

## 7. APPOINTMENT/ RE-APPOINTMENT OF DIRECTORS

Sh. Arvind Sharma retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mrs. Rama Gupta, who was appointed as an Additional Director of the Company on 04th of October, 2008.

Mr. Akash Gupta, who was appointed as an Additional Director of the Company on 04th of October, 2008.

Mr. Rupendra Kumar Varshney, who was appointed as an Additional Director of the Company on 04th of October, 2008 resigned from the office of Director w.e.f. 21<sup>st</sup> August 2009.

Mr. Ranjeet Kumar Verma appointed as Additional Director w.e.f. 21<sup>st</sup> August 2009.

## 8. GENERAL SHAREHOLDERS' INFORMATION

### i) ANNUAL GENERAL MEETING

Date and Time: Tuesday, 29<sup>th</sup> September 2009 at 3.30 P.M.

Venue: 30, Bharti Artist Colony  
Main Vikas Marg  
Delhi-110092.

### ii) FINANCIAL CALENDAR: 1<sup>st</sup> April 2008 to 31<sup>st</sup> March 2009

### iii) BOOK CLOSURE: 22<sup>nd</sup> September 2009 to 29<sup>th</sup> September 2009 (both days inclusive)

**iv) LISTING ON STOCK EXCHANGES**

Your company's shares are listed on the following stock exchanges:

- (1) The Delhi Stock Exchange Association Ltd.  
DSE House, 3/1 Asaf Ali Road  
New Delhi – 110 002
- (2) The Stock Exchange, Ahmedabad.  
Kamdhanu Complex, Opp- Sahajanand College  
Panjara Pole, Ahmedabad-380015
- (3) The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai – 400 001.
- (4) Jaipur Stock Exchange Limited  
Stock exchange building, J.L.N Marg  
Malviya Nagar  
Jaipur-17

The Company has paid Annual Listing Fees to Bombay Stock exchanges and Delhi Stock Exchange where the Shares of the Company are listed upto the Financial Year 2008-2009.

There has been no trading at any of the Stock Exchanges in the financial year ended on 31.03.2009.

Trading in the shares of the Company has been reinstated at Delhi Stock Exchange w.e.f 11.04.2008. Company is in the process of revocation of suspension from BSE as well.

**vi) STOCK CODE**

Stock Code for the Equity Shares of the Company at Bombay Stock Exchange is: **531900**

**vii) REGISTRAR & SHARE TRANSFER AGENT**

The company has appointed Alankit Assignments Limited (Alankit) as its Registrar and Share Transfer Agent. The shareholders are advised to approach Alankit on the following address for any share & demat related queries and problem.

Alankit Assignments Limited  
2E/8, Alankit House,  
Jhandewalan Extension, New Delhi-110055  
Tel. 011-51540061-63  
Fax. 011-51540061-63

**viii) SECRETARIAL AUDIT REPORT**

Pursuant to circular no. D&CC/ITCC/CIR/16/2002/31.12.2002 of SEBI, a Qualifird Practicing Company Secretary carries out the Secretarial Audit for reconciliation of total shares of the Company held in Depositories (i.e. with the NSDL or CDSL) and in physical form, tallying with the admitted, issued / paid up and listed capital the total

admitted capital. The audit is carried out every quarter and the report thereon is submitted to the stock exchange and is also placed before the Board meeting. The audit inter alia, confirm that the total listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

**vii) TRANSFER SYSTEM**

Transfer of equity shares are handled by Alankit Assignments Limited (Alankit). The transferee is required to furnish transfer deed duly complete in all respects together with share certificate to Alankit Assignments Limited at the above address in order to enable Alankit to process the transfer. Alankit Assignments Limited after complying with SEBI Guidelines and on the basis of valid and complete documents processes the transfer.

As regards transfer of dematerialized shares, the same can be effected through demat accounts of the transferor/s and transferee/s maintained with recognized depository participants.

**viii) CATEGORIES OF SHAREHOLDERS AS ON 31<sup>ST</sup> MARCH, 2009**

<u>Category</u>	<u>No. of shares</u>	<u>%age</u>
Promoter/PAC's	940010	13.881
Banks/ financial institutions/	-----	---
Insurance companies	---	---
Private Corporate bodies	955000	14.102
Indian Public	4370890	45.311
Foreign Body	-----	-----
	<b>6772100</b>	<b>100.00</b>
	-----	-----

**(IX) DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2009**

<u>RANGE OF SHARES</u>	<u>NUMBER OF SHARE HOLDERS</u>	<u>NO OF SHARES</u>	<u>% OF TOTAL</u>
Upto 500	722	361000	87.093
501-1000	41	1000	0.121
1001-5000	5	15000	0.603
5001-10000	8	64100	0.965
10001-20000	30	544900	3.619
20001-30000	3	79900	0.362
30001-40000	5	191000	0.603
40001-50000	11	541100	1.327
50001-100000	11	727000	1.327
100001-500000	33	4247100	3.981
500001 AND ABOVE	0	0	0
<b>TOTAL</b>	<b>829</b>	<b>6772100</b>	<b>100.00</b>

(x) **DEMATERIALIZATION OF SHARES & LIQUIDITY**

The company's equity shares are eligible for dematerialization. The company has signed agreements with both the depositories namely NSDL and CDSL. The shareholders may therefore hold company's shares in electronic mode. The company's ISIN No. for both the depositories is INE778E01015.

(xi) **ADDRESS FOR CORRESPONDENCE**

**REGISTERED OFFICE:**

CCL International Limited  
30, Bharti Artist Colony  
Main Vikas Marg  
Delhi-110092.

**CORPORATE OFFICE**

CCL International Limited  
C-42, R.D.C. Raj Nagar  
Ghaziabad-201002.

**DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT**

The Board of Directors and Senior Management have affirmed the compliance with the Code of Conduct for the period ended 31<sup>st</sup> March 2009 & duly noted by the Board of Directors.

For and on behalf of the Board of Directors

Place: Delhi

Chairman

Date: 02.09.2009.



## AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the members of CCL International Limited

We have examined the compliance of conditions of Corporate Governance by CCL International Limited, for the year ended on 31<sup>st</sup> March 2009 as stipulated in clause 49 of listing agreement of the said company with the stock exchange (s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to the review of the procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of the 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 and the representations made by the Directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the clause 49 of the above-mentioned Listing Agreement.

We state that as per the records maintained by the Shareholders and Investor's Grievance Committee of the Directors, no investor grievances are received during the year ended on 31<sup>st</sup> March 2009, against the company.

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

**For Vidya & CO.**  
Chartered Accountants  
Sd/-  
(S.P. Agarwal)  
Partner

Place: New Delhi  
Date: 02.09.2009

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

### **I. SIGNIFICANT ACCOUNTING POLICIES**

#### **Basis of preparation of financial statements**

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the ICAI and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under historical cost convention on accrual basis and on the assumption of going concern basis. The accounting policies have been consistently followed by the company and are consistent with those applied in the previous year.

#### **Inventories**

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

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

#### **Contingencies and Provisions**

A provision is recognised 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.

#### **Prior Period Items**

Prior period items arisen in the current year as a result of errors or omission in the preparation of the financial statements of prior period(s) are separately disclosed in the profit & loss account.

#### **Revenue Recognition**

- Revenues / Incomes and Cost / Expenditures are generally accounted on accrual basis, as they are earned or incurred.
- Revenues from sales are recognized on transfer of significant risk and rewards.

#### **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 capitalised as a part of the cost of that asset subject to the provisions of impairment of the assets.

## **Depreciation**

Depreciation on fixed assets is charged, on pro-rata, on the Written Down Value Method in accordance with those specified in Schedule XIV of The Companies Act, 1956.

## **Foreign Currency Transaction**

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

## **Investments**

- (a) The cost of an Investment includes incidental expenses like brokerage, fees and duties incurred prior to acquisition.
- (b) Long term investments are shown at cost. Provision for diminution is made only if, in the opinion of the management such a decline is other than temporary.
- (c) Investment which are intended to be held for less than one year are classified as current investments and are carried at lower of cost and fair value determined on an individual investment basis.
- (d) Advance for share application money are classified under the head "Investment"..

## **Retirement and other Employees' Benefits**

Contribution to the P.F. / E.S.I. are made at a pre determined rate and charged to profit and loss account. Gratuity is accounted for on pay-as-you-go basis.

## **Borrowing Cost**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as a part of the cost of that asset subject to the provisions of impairment of the assets and other borrowing cost are recognized as an expenses in the period in which they are incurred.

## **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.

## **Earning 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 utilised in the business is treated as dilutive equity shares.

## **Taxation**

Tax expense comprises of Current Tax, Deferred Tax and FBT. Provision for current tax is made on the assessable income at the tax rate applicable to the relevant assessment year.

Deferred Taxes are recognised for the future tax consequences attributable to timing differences and their recognition for tax purpose. The effect of a change in tax rates on Deferred Tax Assets / Liabilities is recognised in income using the tax rates and tax laws that have been enacted or substantively enacted by balance sheet date.

Deferred Tax Assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax can be realized. However, Deferred Tax Assets arising from brought forward and depreciation are recognised only when there is virtual certainty supported by convincing evidence that such assets will be realized in foreseeable future.

Fringe Benefit Tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961.

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

### 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.

### 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.

## II. NOTES ON ACCOUNTS

- 1 Schedules 1 to 16 are the integral parts of the accounts.
- 2 Figure of the previous year have been regrouped / rearranged / recasted wherever necessary to confirm the figures of the current year.

#### 3 Directors' and Auditors' Remuneration

	2008-09	2007-08
	Rs.	Rs.
Directors Remuneration	3,47,000.00	3,00,000.00
Auditor Remuneration:	19,663.00	19,663.00

#### 4 Foreign Exchange

	2008-09	2007-08
	Rs.	Rs.
Earnings	Nil	Nil
Outgo	Nil	Nil

5 Details of Related Party Transactions  
Key Managerial Personnel

Mr. Girish R. Gupta Chairman cum Managing Director Remuneration Rs. 90,000/-

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

Name of Enterprises	Nature of Transactions	Balance as on 31.03.2009
---------------------	------------------------	-----------------------------

Tanvi Fincap Pvt. Ltd.	Arrangement of Short Term Fund & Sale of Investment	Rs. NIL
------------------------	--	---------

6 Basic and Diluted Earning Per Share is Re 0.32 (Previous Year – Re. 1.01).

7 The company has carry forwarded losses under the Income Tax Act , 1961 . In the absence of virtual certainty of future taxable income , deferred tax asstes/ liabilities are not recognized in the accounts.

**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 01.04.2008	Current Year	Deferred Tax Liability (Assets) AS AT 31.03.2009
Difference between book and tax depreciation	(25405.45)	(106452.00)	(131857.45)
Un absorbed Dep/Loss	(1419684.01)	1419684.01	NIL
Deferred tax Liabilities / Assets] (net)	(486417.11)	446068.73	(40348.38)

8 As the Company has changed its line of business at the end of financial year there was no transaction entered into by the company in new business hence there was only single business activity therefore segment reporting as per Accounting standard AS-17 has not done. In the next Financial year requirement will be complied.

As per our report of even date attached  
For **Vidya & Co.**  
Chartered Accountant

**For and on behalf of the Board**

(Sanjeev Agarwal)  
**Partner**  
02.09.2009

<b>Girish R.Gupta</b>	<b>(Managing Director)</b>
<b>Rama Gupta</b>	<b>(Chairman)</b>
<b>Anuj Gupta</b>	<b>Chief Financial Officer</b>
<b>Shyam Kumar</b>	<b>Company Secretary</b>

## Auditor's Report

The Members,  
**CCL INTERNATIONAL LIMITED**  
New Delhi

1. We have audited the attached Balance Sheet of **CCL INTERNATIONAL LIMITED**, as at 31<sup>st</sup> March 2009 and also the Profit & Loss Account and Cash Flow Statement for the year ended on that annexed thereto. These financial Statement are the responsibility of the company's management. Our responsibility is to express an opinion of these financial statement based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether financial statements are free of material misstatement. An audit include examine on a test basis , evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by the management. As well as evaluating the overall financial statement presentation. We believe the our audit provides a reasonable basis for our opinion.
3. As required by the companies ( Auditor's Report) Order 2003 , issued by the Department of Company Affairs in terms of sub Section (4A) of section 227 of the Companies Act , 1956 , we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comment in paragraph 3 above , we report that :-
  - (i) We have obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purpose of our audit.
  - (ii) In our opinion , proper books of accounts , as required by law have been kept by the company , so far as appears from our examination of such books.
  - (iii) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with books of accounts.
  - (iv) In our opinion , the Balance Sheet and Profit & Loss Account comply with the Accounting Standards referred to in Sub - Section (3C) of Section 211 of the Companies Act , 256.
  - (v) On the basis of written representation received from the directors and taken on the record by the board of directors, we report that none of director is disqualified as on 31<sup>st</sup> March 2009 from being appointed as director in terms of section 274(1)(g) of the Companies Act , 1956.
  - (vi) In our Opinion and to the best of our information and according to explanations given to us the said account read with the Notes there to , give the information required by the Companies Act , 1956 in the manner as

required and give a true and fair view in conformity with the accounting principles generally accepted in India :-

- (a) In the case of Balance Sheet , of the state of affairs of the Company as at 31<sup>st</sup> March 2009.
- (b) In case of the Profit & Loss Account of the Profit of the Company for the year ended on that date.
- (c) In case of Cash Flow Statement , of the cash flow of the company for the year ended on that date.

**For Vidya & CO.**  
Chartered Accountants  
Sd/-

(S.P. Agarwal)  
Partner

Place: New Delhi  
Date: 02.09.2009

## **ANNEXTURE TO THE AUDITOR'S REPORT**

### **ANNEXTURE**

Annexure referred to in paragraph 3 of the Auditor's Report of even date to the Members of CCL INTERNATIONAL LIMITED. On the accounts for the year ended 31<sup>st</sup> March 2009.

1.
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situations of Fixed Assets.
  - (b) As per the information and explanations given to us, there is a phased program of physical verification of fixed assets adopted by company and no material discrepancies were noticed on such verification . In our opinion, the frequency of verification is reasonable, having regard to the size of the company and nature of its business.
  - (c) Based on our scrutiny of records of the company and the information and explanations received by us, we report that there was no sale of fixed assets during the financial year ended on 31.03.2009 substantial or otherwise. Hence the question of reporting whether sale of any substantial part of fixed assets has effected the going concern of the company does not arise.
2.
  - (a) As per the information furnished, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, having regard to the nature and location of stocks, the frequency of physical verification is reasonable.
  - (b) In our opinion, and according to the information and explanations given to us, procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. The company has neither taken nor granted any loans and advances in the nature of loans to parties covered in the register maintained under section 301 of the Companies Act , 1956 hence the question of reporting whether the terms and conditions of such loans are prejudicial to interest of company whether reasonable steps for recovery/repayment of over dues of such loan are taken does not arise.
4. In our opinion and according to information and explanations given to us , there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regards to purchase of stores and fixed assets and for the sale of shares/debentures. During the course of our audit , no major weakness had been noticed in the internal controls.



- 5 In respect of contracts or arrangements entered in the register maintained pursuant to section 301 of the Companies Act, 1956 and according to the information and explanations given to us:-
- a) The particulars of the contracts or arrangements referred to in section 301 that needed to be entered into the register, maintained under the said section have been so entered.
  - b) In our opinion and having regard to our comments in paragraph (5) above, the transactions made in pursuance of such contracts and arrangements aggregating during the year to Rs.5 lacs or more in respect of each party, have been made at prices which are reasonable having regard to the prevailing market prices.
6. Based on our scrutiny of the company's record and according to the information and explanations provided by the management, the company has not accepted any deposits so far up to 31.03.2009.
7. In our opinion, the company has an internal audit system commensurate with the size of the company and the nature of business.
8. We have been informed by the management, no cost records have been prescribed under section 209(1)(d) of the Companies Act, 1956.
- 9(a) According to the information and explanations given to us and records examined by us, the company is regular in deposition, with the appropriate authorities, undisputed statutory dues including income tax, wealth tax, cess and other statutory dues, applicable to it.
- (b) according to information and explanations given to us, no undisputed amount payable in respect of income tax, wealth tax, cess and other statutory dues were outstanding as at 31<sup>st</sup> March 2009 for a period of more than six months from the date they became payable.
- (c) There are no dues of Sales tax, Income tax / wealth Tax, excise duty/cess, which have been deposited on account of any dispute.
10. The Accumulated losses of the company are not more than fifty percent on its net worth at the end of the financial year. The Company has not incurred any cash loss during the financial year covered by our audit and immediately preceding financial year.
11. Based on our audit procedure and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to financial institutions or banks or debentures holders as the company has paid all outstanding during the year.
12. Based on our examination of the records and information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. As per the information and explanations given to us the provisions of any special statute applicable to chit fund do not apply to the company. The company is also not a nidhi / mutual benefit fund / society.
14. The Company has maintained proper records of transactions and contracts in respect of trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, debenture and other investments have been held by the Company in its own name except to the extent of exemption granted under section 49 of the Act.
15. Based on our examination of the records and information and explanations given to us, the Company has not given guarantee for loans taken by others from banks or financial institutions.
16. According to the records of the company, no term loan has been obtained by the company. Hence comment under the clause is not called for.
17. According to the information and explanations given to us and on an overall explanation of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investment by the company.
18. The company has not made any preferential allotment of shares during the year.
19. The Company has not issued any secured debentures during the year.
20. The company has not raised any money by public during the period covered by our report.
21. To the best of our knowledge and belief an according to the information and explanations given to us , no fraud on or by the Company has been noticed or reported during the course of our audit.

For VIDYA & COMPANY  
CHARTERED ACCOUNTANTS

Sd/-

( S.P. AGARWAL )  
PARTNER

Place : New Delhi  
Dated : 02.09.2009

**CCL INTERNATIONAL LIMITED**  
**REGD. OFF. : 30 , BHARTI ARTIST COLONY**  
**MAIN VIKAS MARG , NEW DELHI - 110 092**

**BALANCE SHEET AS ON 31ST MARCH 2009**

PARTICULARS	SCHEDULE	As At 31.03.2009	As At 31.03.2008
<b>I. SOURCE OF FUNDS</b>			
[1] Shareholders' Funds			
(a) Share Capital	1	58946000	52536000
(b) Reserve & Surplus	2	1779500	1779500
[2] Loan Funds			
(a) Secured Loans	3	15714478	504321
(b) Unsecured Loans		0	0
TOTAL Rs.		76439978	54819821
<b>II. APPLICATION OF FUNDS</b>			
(1) Fixed Assets :	4	12915844	7665237
(2) Investments	5	17304238	10400000
(3) Current Assets , Loan & Advances	6		
(a) Inventories		71076569	117298418
(b) Sundry Debtors		159001038	54353695
(c) Cash and Bank Balances		24779354	22071309
(d) Loan & Advances		52902088	56441881
TOTAL Rs.		307759049	250165303
Less : Current Liabilities & Provisions			
(a) Current Liabilities	7	262433587	216496050
(b) Provisions	8	356121	43100
TOTAL Rs.		262789708	216539150
Net Current Assets		44969342	33626153
(4) Miscellaneous Expenditures ( To the extent not written off adjusted )		0	0
(5) Profit & Loss Account		1250554	3128431
TOTAL Rs.		76439978	54819821
		0	0

Significant Accounting Policies and  
Notes on accounts

As per our Report of even date  
For VIDYA & COMPANY

(S.P.AGARWAL)  
PARTNER

Place : New Delhi

Date : 02nd September , 2009

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FOR CCL INTERNATIONAL LTD.

RAMA GUPTA  
AKASH GUPTA  
SHYAM KUMAR  
ANUJ GUPTA

CHAIRMAN  
DIRECTOR  
COMPANY SECRETARY  
CHIEF FINANCIAL OFFICER

**CCL INTERNATIONAL LIMITED**  
**REGD. OFF. : 30 , BHARTI ARTIST COLONY**  
**MAIN VIKAS MARG , NEW DELHI - 110 092**

**PROFIT & LOSS ACCOUNT AS ON 31ST MARCH 2009**

PARTICULARS	SCHEDULE	AS AT 31.03.2009	AS AT 31.03.2008
<b>I. INCOME</b>			
Sales		494138408	457843696
Other Misc. Income	9	2333041	6822129
Closing Stock		71076569	54561397
		<u>567548018</u>	<u>519227222</u>
<b>II. EXPENDITURE</b>			
Opening Stock		54561397	33041189
Purchases		501853977	474119172
Administrative Expenses	10	4532735	4313489
Selling and Distribution Expenses	11	877358	727133
Finance Charges	12	2999897	1037550
Short Term Capital Loss on Shares		126422	0
Depreciation		342333	257683
		<u>565294120</u>	<u>513496215</u>
<b>III. Profit before Tax</b>		2253898	5731006
<b>IV. Provision for Tax</b>			
-Income Tax		302845	-200000
-Fringe Benefit Tax		53276	43100
- STT for Current Year		0	442702
- STT for Previous Year		0	115509
-Deferred Tax		0	0
-FBT for earlier Year		19900	126
<b>V. Net Profit after Tax</b>		1877877	5329570
<b>VI. Net Profit/(Loss) B/F from Last Year</b>		-3128431	-8458000
<b>VII. Profit for the Year carried to Balance Sheet</b>		-1250554	-3128431
<b>VIII. Basic &amp; Diluted EPS</b>		0.32	1.01
Significant Accounting Policies and Notes on accounts	13		

As per our Report of even date  
For VIDYA & COMPANY

(S.P.AGARWAL)  
PARTNER  
Date : 02nd September , 2009

FOR CCL INTERNATIONAL LTD.

RAMA GUPTA	CHAIRMAN
AKASH GUPTA	DIRECTOR
SHYAM KUMAR	COMPANY SECRETARY
ANUJ GUPTA	CHIEF FINANCIAL OFFICER

**CCL INTERNATIONAL LIMITED**  
30, BHARTI ARTIST COLONY, VIKAS MARG, LAXMI NAGAR, DELHI

**CASH FLOW STATEMENT ( PREPARED PURSUANT TO LISTING AGREEMENT)**

	for the year ended 31.3.2009 ( Rs.)	for the year ended 31.3.2008 ( Rs.)
<b>A. CASH FLOW FROM OPERATION</b>		
Net Profit after Tax and Extra ordinary Items :	1877877	5329570
Adjustment for --		
Depreciation	342333	257683
Provision for Tax	302845	-200000
Provision for FBT	53276	43100
Deferred Tax Income	0	0
Income Tax and FBT	0	0
Short Term Capital Loss from Sale of Shares/Fixed Assets	126422	0
Profit on restatement / revaluation of stocks	0	
Interest	2999897	1037550
<b>Operating profit before working capital change:</b>	<b>5702651</b>	<b>6467902</b>
Adjustment for --		
Trade and other receivables	100861947	-53131709
Inventories	-46221849	54963393
Trade Payables	45894437	65252434
<b>Cash Generated from operation:</b>	<b>-3043012</b>	<b>69888653</b>
Interest Paid	-2999897	1037550
Tax and FBT Paid	245603	604142
<b>Cash flow before extra- ordinary items</b>	<b>-6288512</b>	<b>68246961</b>
<b>Net cash from operating activity</b>	<b>-6288512</b>	<b>68246961</b>
<b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investment in Shares & Other Investment	7030661	10400000
Profit / Loss from Jointly Controlled Entity		
Capital advance for fixed assets	Nil	
Purchase of Fixed Assets	5592940	3747042
Purchase Value of Properties shown as Leased Assets	Nil	
Transfer Value of Properties transferred from Leased Assets	Nil	
Sale of Fixed Assets	Nil	
<b>Net cash from Investment Activities</b>	<b>-12623601</b>	<b>-14147042</b>
<b>C. CASH FROM FINANCIAL ACTIVITIES</b>		
Share Capital	6410000	450000
Secured Loan Taken	15210157	504321
Unsecured Loan	Nil	32557558
<b>Net cash from financing activities</b>	<b>21620157</b>	<b>-31603237</b>
<b>NET CHANGE IN CASH EQUIVALENT (A+B+C)</b>	<b>2708045</b>	<b>22496682</b>
<b>Cash &amp; Cash Equivalent:</b>		
Opening Balance	22071309	11241912
Closing Cash & Cash Equivalent	24779354	22071309
<b>Closing Balance</b>	<b>24779354</b>	<b>22071309</b>

FOR CCL INTERNATIONAL LTD.

AS PER OUR REPORT ATTACHED  
FOR VIDYA & CO.  
CHARTERED ACCOUNTANTS

S.P.AGRAWAL  
PARTNER  
02.09.2009

RAMA GUPTA	CHAIRMAN
AKASH GUPTA	DIRECTOR
SHYAM KUMAR	COMPANY SECRETARY
ANUJ GUPTA	CHIEF FINANCIAL OFFICER

**CCL INTERNATIONAL LIMITED**  
**REGD. OFF. : 30 , BHARTI ARTIST COLONY**  
**MAIN VIKAS MARG , NEW DELHI - 110 092**

SHEDULE		AS AT 31.03.2009	AS AT 31.03.2008
<b>1</b>	<b><u>SHARE CAPITAL</u></b>		
	<b><u>AUTHORISED CAPITAL</u></b>		
	8000000 Equity Shares of Rs. 10/- each	80000000	80000000
	(Previous Year 8000000 Equity Shares of Rs. 10/- each)		
	<b><u>ISSUED CAPITAL</u></b>		
	6849600 Equity Shares of Rs. 10/- each	68496000	68496000
	(Previous Year 6849600 Equity Shares of Rs. 10/- each))		
	<b><u>SUBSCRIBED CAPITAL</u></b>		
	6772100 Equity Shares of Rs. 10/- each	67721000	67721000
	(Previous Year 6772100 Equity Shares of Rs. 10/- each)		
	<b><u>PAID UP CAPITAL</u></b>		
	6772100 Equity Shares of Rs. 10/- each	67721000	67721000
	(Previous Year 6772100 Equity Shares of Rs. 10/- each)		
	Less : Allotment Money Receivable	8775000	15185000
	<b>TOTAL Rs.</b>	<b>58946000</b>	<b>52536000</b>
<b>2</b>	<b><u>RESERVE &amp; SURPLUS :</u></b>		
	State Investment Subsidy	1779500	1779500
	<b>TOTAL Rs.</b>	<b>1779500</b>	<b>1779500</b>
<b>3</b>	<b><u>SECURED LOAN</u></b>		
	HDFC Bank Car Loan A/c	320345	504321
	IDBI Bank OD A/c	15394133	0
	<b>TOTAL Rs.</b>	<b>15714478</b>	<b>504321</b>

## M/S CCL INTERNATIONAL LIMITED , DELHI

### FIXED ASSETS AS ON 31ST MARCH 2009 ( RATES AS PER COMPANIES ACT )

SCHDULE - 4

Sl. No.	Description	GROSS BLOCK				DEPRECIATION			NET BLOCK	
		As at 1st 01/04/2008	Addition	Deduction/ Adjustments	As on 31/03/2009	As on 01/04/2008	For the year	As on 31/03/2009	As on 31/03/2009	As on 31/03/2008
1	LAND ( Lease Hold )	1112562	3520000	0	4632562	0	0	0	4632562	1112562
2	PLOT ( Free Hold )	5212640	1931020	0	7143660	0	0	0	7143660	5212640
3	Vechicals	1229103	42490	0	1271593	330184	237584	567768	703825	898919
4	Computer System & Software	171200	46930	0	218130	116939	33882	150821	67309	54261
5	Office Equipments	153850	51700	0	205550	28516	23419	51935	153615	125334
6	Furniture & Fixtures	314395	800	0	315195	52874	47448	100322	214873	261521
TOTAL Rs.		8193750	5592940		13786690	528513	342333	870846	12915844	7665237
Previous Year Rs.		2856108	5337642		8193750	270830	257683	528513	7665237	2585278

**CCL INTERNATIONAL LIMITED**  
**REGD. OFF. : 30 , BHARTI ARTIST COLONY**  
**MAIN VIKAS MARG , NEW DELHI - 110 092**

SHEDULE	Face Value		AS AT 31.03.2009		AS AT 31.03.2008	
	Per Share	No. of Shares	Amount ( Rs. )	No. of Shares	Amount ( Rs. )	
5. INVESTMENTS						
Long Term Investment ( At Cost )						
(i) Unquoted Shares						
Karnam Texfab Pvt. Limited	10	10000	500000	0	0	
Karnam Tradeventures Pvt. Ltd.	10	10000	500000	0	0	
Pinakin Impex Pvt. Ltd.	10	10000	500000	0	0	
Saru Precision Wires Pvt. Ltd.	10	1000	50000	31000	1550000	
AAR Infrastructure Pvt. Limited	10	0	0	20000	1000000	
Balaji Agencies Pvt. Ltd.	10	0	0	25000	250000	
(ii) Quoted Shares						
Era Infra Engg. Limited	2	129000	12854238	0	0	
( Aggregate market value of Quoted Investments Rs. 9017100/- Previous Year Rs. Nil )						
(iii) Share Application Money			2900000		7600000	
			17304238		10400000	



**CCL INTERNATIONAL LIMITED**  
**REGD. OFF. : 30 , BHARTI ARTIST COLONY**  
**MAIN VIKAS MARG , NEW DELHI - 110 092**

SCHEDULE	AS AT 31.03.2009	AS AT 31.03.2008
<b>6 (a) CURRENT ASSETS</b>		
<b><u>INVENTORIES</u></b>		
( As per inventories taken , valued , and certified by the Management)		
Stock in trade - Fabrics	71076569	54561397
Stock in trade - Securities	0	62737021
<b>TOTAL Rs.</b>	<b>71076569</b>	<b>117298418</b>
<b>(b) SUNDRY DEBTORS</b>		
(Unsecured , considered goods)		
Outstanding for a period exceeding six months	125895312	17689322
Others	33105726	36664373
<b>TOTAL Rs.</b>	<b>159001038</b>	<b>54353695</b>
<b>(c) CASH &amp; BANK BALANCES</b>		
Cash in Hand	126681	602919
Bank Balance with Scheduled Banks in C/A	4875942	15844179
FDR A/C & Interest Accrued thereon	19773180	5620185
Bank Balance with Unscheduled Banks	3552	4027
(Maximum Balance during the Year Rs. 19026/- Previous Rs. .... )		
<b>TOTAL Rs.</b>	<b>24779354</b>	<b>22071309</b>
<b>(d) LOANS &amp; ADVANCES</b>		
( Unsecured , Considered goods)		
(Advance Recoverable in Cash or in kind or for value to be received)		
Intercompany & Other Loan & Advances	49544122	53784005
Prepaid Expenses	7120	0
TDS	2561668	2316065
Sales tax Deposits ( Against Stay)	307945	307945
L.C. Margin Account	447367	0
Security Deposits	33866	33866
<b>TOTAL Rs.</b>	<b>52902088</b>	<b>56441881</b>
<b>7 CURRENT LIABILITIES AND PROVISIONS</b>		
<b><u>CURRENT LIABILITIES</u></b>		
Sundry Creditors	137751565	186513112
Expenses Payable	351809	382938
Advance from Customers	103500000	29600000
Cheque Issued but not presented	20830213	0
<b>TOTAL Rs.</b>	<b>262433587</b>	<b>216496050</b>
<b>8 PROVISIONS</b>		
Provision for Taxation	302845	0
Provision for Fringe Benefit Tax	53276	43100
<b>TOTAL Rs.</b>	<b>356121</b>	<b>43100</b>

**CCL INTERNATIONAL LIMITED**  
**REGD. OFF. : 30 , BHARTI ARTIST COLONY**  
**MAIN VIKAS MARG , NEW DELHI - 110 092**

SHEDULE		AS AT 31.03.2009	AS AT 31.03.2008
<b>9</b>	<b><u>OTHER INCOME</u></b>		
	Interest Income	2061589	4492412
	Rebate and Discount	66631	0
	Dividend	0	167428
	Profit from dealing with Shares/Properties ( Net )	204821	2162290
	TOTAL Rs.	<u>2333041</u>	<u>6822129</u>
<b>10</b>	<b><u>ADMINISTRATIVE EXPENSES</u></b>		
	Advertisement	19416	27077
	Auditors Remuneration	19663	19663
	Bank Charges	35828	24033
	Car Hire Charges	180000	180000
	Car Running & Maintenance	199172	227262
	Computer Maintenance Charges	39850	25300
	Donation	41000	200000
	Demat Charges	1602	1087
	Director Remunration	347000	300000
	Electricity & Water Expenses	151492	182724
	Fees & Subscription	12050	8000
	Legal & Professional Cgarges	471000	214000
	Listing Fees & Custodian Charges	144542	131736
	Miscellaneous Expenses	32171	37978
	News Paper & Periodcals	5320	6829
	Office Rent	210000	210000
	RTA Charges	19151	20000
	Postage and Courier Charges	5644	15311
	Prinitng & Stationery	26907	40236
	Scooter Running Expenses	41535	45878
	Staff Salaries	2200200	2015400
	Staff Welfare	138647	152246
	Telephone Expenses	79620	107028
	Travelling & Convenyance	110926	121702
		<u>4532735</u>	<u>4313489</u>
<b>11</b>	<b><u>SELLING &amp; DISTRIBUTION EXPENSES</u></b>		
	Freight & Cartage/Loading & Unloading Charges	557790	501130
	Godown Rent Account	240000	132000
	Packing Expenses	25440	24808
	Sales Promotion	54128	69195
		<u>877358</u>	<u>727133</u>
<b>12</b>	<b><u>FINANCE CHARGES</u></b>		
	Interest to Bank	35451	210204
	Interest on Car Loan	50324	21471
	Interest Paid	13620	0
	L.C. Discounting Charges	2900502	805875
		<u>2999897</u>	<u>1037550</u>

**BALANCE SHEET ABSTRACT AND COMPANY'S  
GENERAL BUSINESS PROFILE  
CCL INTERNATIONAL LIMITED**

- I. Registration Details  
Registration No. : L26940DL1991PLC044520 State Code : 55  
Balance Sheet Date : 31.03.2009
- II. **Capital Raised during the Year ( Amount in Rs. Thousands )**  
Public Issue : NIL  
Right Issue : NIL  
Bonus Issue : NIL  
Private Placement : NIL
- III. **Position of Mobilisation and Deployment of Funds (Amount in Rs. Lacs )**
- |                   |              |
|-------------------|--------------|
| Total Liabilities | Total Assets |
| 3392              | 3392         |
- SOURCES OF FUNDS**
- |                          |     |
|--------------------------|-----|
| Paid-Up Capital          | 589 |
| Share Application Money  | 00  |
| Reserve & Surplus        | 18  |
| Secured Loans            | 157 |
| Unsecured Loans          | 00  |
| Deferred Tax Liabilities | 00  |
- APPLICATION OF FUNDS**
- |                    |     |
|--------------------|-----|
| Net Fixed Assets   | 129 |
| Investments        | 173 |
| Net Current Assets | 450 |
| Misc. Expenditure  | 00  |
| Accumulated Losses | 12  |
- IV. **Performed of Company ( Amount in Rs. Lacs )**
- |                        |          |
|------------------------|----------|
| Turnover / Income      | 4965     |
| Total Expenditure      | 4942     |
| Profit/Loss Before Tax | 23       |
| Profit/Loss After Tax  | 19       |
| Earning Per Share      | Rs. 0.32 |
| Dividend               |          |
- V. **Generic Names of Three Principal Products / Services of Company (as per monetary terms)**
- |                     |         |
|---------------------|---------|
| Item Code NO.       | :       |
| Product Description | FABRICS |

FOR AND ON BEHALF OF THE BOARD  
CCL INTERNATIONAL LIMITED

PLACE : DELHI  
DATE : 02.09.2009

Sd/-  
DIRECTOR

Sd/-  
DIRECTOR

**CCL INTERNATIONAL LIMITED**

Regd office:30 , Bharti Artist Colony,  
Vikas Marg, Laxmi Nagar, Delhi-92

DP Id*
Client Id*

**ATTENDANCE SLIP**

(Please complete the attendance slip and hand it over at the entrance of meeting hall)

Folio No-----

I hereby record my presence at the Annual General Meeting of company being held on Monday, the 28<sup>th</sup> day of September 2009, at 30 Bharti Artist Colony , Main Vikas Marg , Laxmi Nagar, Delhi-92.

NAME OF SHAREHOLDER(S) -----

NAME OF THE PROXIES -----

(to be filled in case the proxy attends instead of shareholders)

Signature of Shareholders/ Proxy-----

\*Strike out which ever is not applicable

NO GIFTS OR GIFTS COUPENS WILL BE DISTRIBUTED DURING THE A.G.M

\* Applicable for investors holding shares in electronic form.

**CCL INTERNATIONAL LIMITED**

Regd office:30 , Bharti Artist Colony,  
Vikas Marg, Laxmi Nagar, Delhi-92

DP Id*
Client Id*

**PROXY FORM**

(Please complete the Proxy slip and hand it over at the entrance of meeting hall)

Folio No-----

I/We -----of -----being a member of CCL  
INTERNATIONAL LIMITED hereby appoint -----Shri/Smt-----  
-----of -----or failing him/her Shri/ Smt.-----of-----

-----as my/our proxy to vote for me me/us and on my/our behalf at the 11<sup>th</sup>  
Annual General Meeting of the company to be held on Monday, 28<sup>th</sup> September , 2009 at 3:30  
P.M at 30 , Bharti Artist Colony . Main Vikas Marg, Laxmi Nagar, Delhi-92 and at any  
adjournment thereof.

As witness my /our hands this -----day of-----  
2009

Affix  
Revenue  
Stamp of  
Rs.1/-

Signature of Shareholder(s)

Note : Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the meeting.