



## CCL PRODUCTS (INDIA) LIMITED

### NOTICE

Notice is hereby given that the 55<sup>th</sup> Annual General Meeting of the Members of CCL Products (India) Limited will be held on 26<sup>th</sup> September, 2016 at 10.00 A.M. at the Registered Office of the Company situated at Duggirala, Guntur District, Andhra Pradesh- 522 330 to transact the following items of business:

#### **Ordinary Business:**

1. To consider and adopt:
  - (a) the audited Financial Statements of the Company for the year 2015-16 together with the Report of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated Financial Statements of the Company for the year 2015-16.
2. To declare final dividend of ₹1.00/- per Equity Share of ₹ 2/- each to the shareholders for the financial year 2015-16 and to confirm the interim dividend of ₹1.50/- per share.
3. To appoint a director in place of Ms. Kulsoom Noor Saifullah (DIN 02544686), who retires by rotation and being eligible, offers herself for re-appointment as a Director.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139, 141 and 142 of the Companies Act, 2013, the appointment of M/s. M. Anandam & Co, Chartered Accountants, (Registration No. 000125S), Hyderabad, who were appointed as the Statutory Auditors of the Company till the conclusion of 56<sup>th</sup> Annual General Meeting, be and are hereby ratified and confirmed, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending 31<sup>st</sup> March, 2017.”

#### **Special Business:**

5. Appointment of Ms. Shantha Prasad Challa as a Non-Executive Director

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 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shantha Prasad Challa (DIN 00962582), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation.”



6. Appointment of Dr. Lanka Krishnanand as a Non-Executive Director

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 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Lanka Krishnanand (DIN 07576368), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation.”

7. Ratification of Remuneration to Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the year 2016-17 to M/s. Kapardi & Associates, Cost Accountants, (Registration No. 100231), Hyderabad, appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 31<sup>st</sup> March, 2017, amounting to ₹ 1,25,000/- (₹ One Lakh Twenty Five Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified.

8. Payment of Commission to Non-Executive Directors

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

“RESOLVED THAT pursuant to Section 197 (1) (ii) (A) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to pay a commission upto 1% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 to all the Non-Executive Directors of the Company”.

9. Determination of fees for delivery of any document through a particular mode of delivery to a member

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

“RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses for delivery of the document(s) through a particular mode upon receipt of such request from a member.”

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“RESOLVED FURTHER THAT the estimated fees for delivery of the document(s) shall be paid atleast one week in advance to the Company, before dispatch of such document(s).

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as he/she may in his/her absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

By order of the Board of Directors  
For **CCL Products (India) Limited**

Sd/-

**Sridevi Dasari**

Company Secretary & Compliance Officer

Place: Hyderabad  
Date : 29<sup>th</sup> July, 2016

### NOTES FOR MEMBERS:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself/herself and such proxy need not be a member of the Company.
2. Proxies in order to be effective must be received by the Company at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from Tuesday, 20<sup>th</sup> September, 2016 to Monday, 26<sup>th</sup> September, 2016 (both days inclusive).
4. Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
5. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.

In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharat Nagar, Hyderabad - 500 018 by enclosing a photocopy of blank cancelled cheque of your bank account.

6. M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharat Nagar, Hyderabad -500 018 is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
  7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
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8. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
9. Members holding shares in physical form are informed to furnish their bank account details to the RTA to have printed the same on the dividend warrants so as to avoid any possible fraudulent encashment / misuse of dividend warrants by others.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. upto the date of the meeting.
11. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
13. Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund set up by the Government of India.

Members who haven't yet encashed their dividend warrants from the financial year 2008-09 onwards are requested to make their claims to the Company without any further delay.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

### E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 55<sup>th</sup> Annual General Meeting. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 19<sup>th</sup> September, 2016 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

**The e-voting period will commence on Friday, 23<sup>rd</sup> September, 2016 (09:00 hrs) and will end on Sunday, 25<sup>th</sup> September, 2016 (17:00 hrs).** During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The Company has appointed Mr. Y. Suryanarayana, Advocate to act as Scrutinizer to conduct and scrutinize the electronic voting process and venue voting at the Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

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**PROCEDURE FOR E-VOTING:**

**Instructions for members for voting electronically are as under:**

**A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Registrars)**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
  - a For CDSL: 16 digits beneficiary ID
  - b For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below for the password:

**For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. (The sequence number is printed on the address leaf on the Annual Report)</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p> <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li></ul>



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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company, i.e., CCL Products (India) Limited on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of members receiving the physical copy of notice of 55<sup>th</sup> Annual General Meeting by courier (for members whose e-mail ids are not registered with the Company/Depositories):**

- i. Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote

**C. General Instructions:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 19<sup>th</sup> September, 2016.
- ii. Members can opt for only one mode of voting, i.e., either by venue voting or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through venue voting will be treated as invalid.
- iii. The facility for venue voting shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- iv. The member who cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- v. Any query regarding e-voting/venue voting may be addressed to the Company Secretary, Ms. Sridevi Dasari, 7-1-24/2/D, Greendale, Ameerpet, Hyderabad-500016. Tel:- +91 40 23732455, Fax:- +91 40 23732499, Email:- [companysecretary@cclproducts.com](mailto:companysecretary@cclproducts.com).
- vi. The Scrutinizer, after scrutinising the votes cast at the meeting through venue voting and through remote e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.cclproducts.com](http://www.cclproducts.com) and on the website of [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- vii. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within three days of the AGM.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 5**

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Ms. Shantha Prasad Challa be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation.

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The appointment of Ms. Shantha Prasad Challa shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Shantha Prasad Challa for the office of Director of the Company. Ms. Shantha Prasad Challa is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

### **Brief Resume of Ms. Shantha Prasad Challa**

Ms. Shantha Prasad Challa has done Masters in Anthropology from Delhi University. She is one of the Promoters of the Company.

She also served on the Board of the Company till 18<sup>th</sup> July, 2005, and played key role in building of the Company.

Keeping in view her vast past expertise, it will be in the interest of the Company that Ms. Shantha Prasad Challa is appointed as a Non-Executive Director of the Company.

Ms. Shantha Prasad Challa was appointed as an Additional Director by the Board in their meeting held on 29<sup>th</sup> July, 2016.

Ms. Shantha Prasad Challa is a member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Risk Management Committee of the Board of Directors of the Company.

Details of her other directorships are given in Directors' Report. Ms. Shantha Prasad Challa is holding 1,82,00,000 (13.68%) shares in the Company. The Board consider that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Shantha Prasad Challa as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Shantha Prasad Challa as a Non-Executive Director, for approval by the shareholders of the Company.

Copy of the draft letter for appointment of Ms. Shantha Prasad Challa as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Ms. Shantha Prasad Challa is the spouse of Mr. Challa Rajendra Prasad, Executive Chairman, mother of Mr. Challa Srishant, Managing Director and mother-in-law of Mr. B. Mohan Krishna, Non-Executive Director of the Company.

Except Mr. Challa Rajendra Prasad, Executive Chairman, Mr. Challa Srishant, Managing Director and Mr. B. Mohan Krishna, Director of the Company and Ms. Shantha Prasad Challa, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution for your approval.

### **Item No. 6**

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration

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## CCL PRODUCTS (INDIA) LIMITED

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Committee, the Board of Directors have proposed that Dr. Lanka Krishnanand be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation.

The appointment of Dr. Lanka Krishnanand shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Lanka Krishnanand for the office of Director of the Company. Dr. Lanka Krishnanand is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

### **Brief Resume of Dr. Lanka Krishnanand**

Dr. Lanka Krishnanand is a Professor in Mechanical Engineering Department, National Institute of Technology (NIT), Warangal. He has done B Tech in Mechanical Engineering from VRSEC, Vijayawada., Nagarjuna University, M. Tech in Industrial Engineering from NIT, Calicut, Calicut University and Ph. D in Automatic Feature Recognition from NIT, Warangal, Kakatiya University.

He has written several articles which were published in International Journal of Supply Chain Inventory Management, Procedia Engineering, Journal of Manufacturing Processes, Journal of The Institution of Engineers (India). He has attended several national and international conferences.

Dr. Lanka Krishnanand has undertaken several projects and few of them are Development of Feature based CAD/CAM with reference to Machining Processes & Evaluation of Sculptured Surfaces, Development of Networked Digital Library as an online learning resource etc.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Dr. Lanka Krishnanand is appointed as a Non-Executive Director of the Company.

Dr. Lanka Krishnanand was appointed as an Additional Director by the Board in their meeting held on 29<sup>th</sup> July, 2016.

Dr. Lanka Krishnanand is a member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Risk Management Committee of the Board of Directors of the Company.

Details of his other directorships are given in Directors' Report. Dr. Lanka Krishnanand does not hold by himself or for any other person on a beneficial basis, any shares in the Company. The Board consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Lanka Krishnanand as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Lanka Krishnanand as a Non-Executive Director, for approval by the shareholders of the Company.

Copy of the draft letter for appointment of Dr. Lanka Krishnanand as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Dr. Lanka Krishnanand, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution for your approval.

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**Item No. 7**

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on 02<sup>nd</sup> May, 2016, approved the reappointment of the Cost Auditors, M/s. Kapardi & Associates, Cost Accountants (Registration No.100231) and remuneration payable to them, as set out in the Resolution under this Item of the Notice.

In accordance with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors require ratification by the Shareholders and hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Your Directors recommend the Resolution for your approval.

**Item No. 8**

Though day-to-day management is delegated to Executive Chairman and Managing Director, the Non-Executive Directors play an important role of laying down policies and providing guidelines for conduct of Company's business. By the valued contribution made by the Directors through their active participation in the meetings of the Board and its Committees, the Company has been progressing over the years. The rich experience of Directors in business, management and administration has led to sound decisions. The Directors are required to devote considerable time to provide and laydown the policies and guidelines to carry on the business competitively. It is appropriate that the services being rendered by them to the Company are recognised by way of remuneration.

In accordance with the provisions of Section 197 (1) (ii) (A) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remuneration by way of commission upto 1% of the net profits may be paid to the Directors other than the Executive Chairman and Managing Director subject to the approval of shareholders.

The Directors of the Company, other than Executive Chairman and Managing Director are considered to be interested in the said resolution to the extent of commission which may be paid to them.

Your Directors recommend the Resolution for your approval.

**Item No. 9**

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its General Meeting.

Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

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Since the Companies Act, 2013 requires the fees to be determined in the General Meeting, the Directors accordingly commend the Ordinary Resolution at item no.9 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

By order of the Board of Directors  
For **CCL Products (India) Limited**

Sd/-  
**Sridevi Dasari**  
Company Secretary & Compliance Officer

Place: Hyderabad  
Date : 29<sup>th</sup> July, 2016

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*CCL Products (India) Limited*

**(CIN: L15110AP1961PLC000874)**

Registered Office: Duggirala Mandal, Guntur Dist. – 522 330, Andhra Pradesh

Ph: 08644-277294 / 277296 Fax: 08644-277295

E.mail: info@cclproducts.com Website: www.cclproducts.com

**ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING**

(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of CCL Products (India) Limited.

I hereby record my presence at the 55<sup>th</sup> Annual General Meeting of the shareholders of CCL Products (India) Limited on 26<sup>th</sup> September, 2016 at the Registered office of the Company at Duggirala Mandal, Guntur Dist. – 522 330, Andhra Pradesh.

DP ID*	Reg. Folio No.
Client ID*	No. of Shares

\* Applicable if shares are held in electronic form

Name & Address of Member

\_\_\_\_\_  
Signature of Shareholder/Proxy/  
Representative(Please Specify)



# CCL PRODUCTS (INDIA) LIMITED

## CCL Products (India) Limited

(CIN: L15110AP1961PLC000874)

Registered Office: Duggirala Mandal, Guntur Dist. – 522 330, Andhra Pradesh

Ph: 08644-277294 / 277296 Fax: 08644-277295

E.mail: info@cclproducts.com Website: www.cclproducts.com

### Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	: L15110AP1961PLC000874		
Name of the company	: CCL PRODUCTS (INDIA) LIMITED		
Registered office	: Duggirala Mandal, Guntur Dist. – 522 330,		Andhra Pradesh
Name of the member(s)	:		
Registered Address	:		
Email Id	:		
Folio No / Client ID	:	DP ID :	

I /We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name			Signature
Address			
E-mail Id			Signature
or failing him			
2. Name			Signature
Address			
E-mail Id			Signature
or failing him			
3. Name			Signature
Address			
E-mail Id			Signature
or failing him			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 55<sup>th</sup> Annual General Meeting of the company, to be held on 26<sup>th</sup> September, 2016 at Duggirala Mandal, Guntur Dist. – 522 330, Andhra Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below :

	Resolutions	For	Against
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2.	Declaration of Final Dividend on Equity Shares		
3.	Re-appointment of Ms. Kulsoom Noor Saifullah who retires by rotation		
4.	Ratification of appointment of Auditors		
5.	Appointment of Ms. Shantha Prasad Challa as Non-Executive Director		
6.	Appointment of Dr. Lanka Krishnanand as Non-Executive Director		
7.	Approval of the Remuneration of the Cost Auditors		
8.	Payment of Commission to Non-Executive Directors		
9.	Determination of fees for delivery of any document through a particular mode of delivery to a member		

Signed this ..... day of ..... 2016.

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

Affix  
Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.