

## NOTICE

Notice is hereby given that the 62<sup>nd</sup> Annual General Meeting of the Members of CCL Products (India) Limited will be held on August 22, 2023 at 09:30 A.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following items of business:

### Ordinary Business:

1. To receive consider and adopt (a) the audited Financial Statement of the Company for the financial year ended March 31, 2023 and the Report of the Board of Directors and Auditors thereon; and (b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023 and the Report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:
  - a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”
  - b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”
2. To confirm the interim dividend on equity shares for the financial year 2022-23, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the interim dividend of ₹ 3/- per Equity Share (nominal value ₹ 2/- each) to the shareholders of the Company, declared by the Board of Directors in their meeting held on January 18, 2023 for the financial year 2022-23 be and is hereby confirmed.”
3. To declare final dividend on equity shares for the financial year ended March 31, 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** a final dividend of ₹ 2.50/- per Equity Share (nominal value ₹ 2/- each) to the shareholders of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023.”
4. To appoint Smt. Challa Shantha Prasad (DIN 00746477), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Smt. Challa Shantha Prasad (DIN 00746477), who retires by rotation at this meeting, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”
5. To appoint Sri K. K. Sarma (DIN 06672873), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri K. K. Sarma (DIN 06672873), who retires by rotation at this meeting and who attains the age of seventy-five years during the currency of his forthcoming tenure, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

**Special Business:**

**6. Reappointment of Sri Durga Prasad Kode (DIN 07946821) to the office of Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions contained under the Companies Act, 2013 (“Act”), and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri. Durga Prasad Kode (DIN 07946821), who was appointed as an Additional Director by the Board of Directors under section 161(1) of the said Act and in accordance with the Articles of Association of the Company, effective July 14, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature to the office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the reappointment of Sri Durga Prasad Kode (DIN 07946821) to the office of Independent Director, who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for another term of five years commencing July 14, 2023 as recommended by the Nomination and Remuneration Committee, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

**7. Reappointment of Smt. Kulsoom Noor Saifullah (DIN 02544686) to the office of Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Regulation 17, Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Kulsoom Noor Saifullah (DIN 02544686), who was appointed as an Independent Director at the 58th Annual General Meeting of the Company and who holds office as such upto February 13, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature to the office of Director of the Company, be and is hereby reappointed to the office of Independent Director of the Company, whose office is not liable to retire by rotation, for another term of five years, that is upto February 13, 2029.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

**8. Reappointment of Sri K. V. Chowdary (DIN 08485334) to the office of Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Regulation 17, Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri K. V. Chowdary (DIN 08485334) who was appointed as an Independent Director at the 58th Annual General Meeting of the Company and who holds office as such upto June 24, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature to the office of Director of the Company, be and is hereby reappointed to the office of Independent Director of the Company, whose office is not liable to retire by rotation, for another term of five years, that is upto June 24, 2029.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

**9. Appointment of Dr. Krishnanand Lanka (DIN 07576368) to the office of Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions contained under the Companies Act, 2013 (“Act”), and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Krishnanand Lanka (DIN 07576368), who was appointed as an Additional Director by the Board of Directors under section 161(1) of the said Act and in accordance with the Articles of Association of the Company, effective July 14, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature to the office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Dr. Krishnanand Lanka (DIN 07576368) to the office of Independent Director, who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing July 14, 2023 as recommended by the Nomination and Remuneration Committee, be and is hereby approved.

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

**10. Appointment of Sri Satyavada Venkata Ramachandra Rao (DIN 01869061) to the office of Non-Executive Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions contained under the Companies Act, 2013 (“Act”), and in terms of Regulation 17(1A) and any other applicable provisions of the SEBI Regulations of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri Satyavada Venkata Ramachandra Rao (DIN 01869061), who was appointed as an Additional Director by the Board of Directors under section 161(1) of the said Act and in accordance with the Articles of Association of the Company, effective July 14, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act along with the requisite deposit amount, proposing his candidature to the office of Director of the Company, and who attains the age of seventy-five years during the currency of his forthcoming tenure and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company, whose period of office shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

## **11. Reappointment of Sri Challa Srishant (DIN 00016035) to the office of Managing Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in terms of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions, the reappointment of Sri Challa Srishant (DIN 00016035) to the office of Managing Director of the Company, a Key Managerial Personnel as defined under Section 2(51) of the said Act, for a period of 5 years effective February 14, 2024, who shall not be liable to retire by rotation, on the terms and conditions including remuneration payable by the Company as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

## **12. Reappointment of Sri B. Mohan Krishna (DIN 03053172) to the office of Whole Time Director (Executive Director):**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in terms of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions, the reappointment of Sri B. Mohan Krishna (DIN 03053172) to the office of Whole-time Director of the Company, designated as Executive Director, liable to retire by rotation, by the Board of directors, a Key Managerial Personnel as defined under Section 2(51) of the said Act, for a period of

5 years effective February 14, 2024 on the terms and conditions including remuneration payable by the Company as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

### 13. 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 to M/s. M P R & Associates, Cost Accountants, (Registration No. 000413), 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 March 31, 2024, amounting to Rs. 2,00,000/- (Rupees Two Lakhs only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified."

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

Place: Dak Lak Province, Vietnam  
Date : July 14, 2023

Sd/-  
**Sridevi Dasari**  
Company Secretary & Compliance Officer  
M.No. A29897

### NOTES FOR MEMBERS:

1. In accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022 and 10/22 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") read with Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and other relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meetings (AGMs) through Video Conference ("VC") or Other Audio Visual Means ("OAVM") upto September 30, 2023, without physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being convened through VC/OAVM and the venue of the AGM shall be deemed to be the Registered Office of the Company.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not attached to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of items of special business and a statement in respect of appointment of Sri K. K. Sarma are annexed hereto and forms part of the Notice.
4. Members may note that the Board, at its meeting held on May 16, 2023, has recommended a final dividend of ₹ 2.50/- per share. The record date for the purpose of final dividend for the financial year is fixed as August 11, 2023. The final dividend, once declared by the members in the ensuing AGM, will be paid on or before August 28, 2023 electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.

Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

**For resident shareholders,** taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2022-23 does not exceed ₹5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

**For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%\*\* (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2022-23 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Self-declaration in Form 10F
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%\*\* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

- \*\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

Shareholders may write to [info@vccipl.com](mailto:info@vccipl.com) for any clarifications on this subject. Shareholders can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

5. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and kindly 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 etc.

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., AURUM, Door No.4-50/P-II/57/4F & 5F, Plot No.57, 4<sup>th</sup> & 5<sup>th</sup> Floors, Jayabheri Enclave Phase -II, Gachibowli, Hyderabad – 500032, by enclosing a photocopy of blank cancelled cheque of your bank account.

6. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. Even the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form with effect from January, 24, 2022. In view of this and to eliminate all the risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. Venture Capital and Corporate Investments Pvt. Ltd., AURUM, Door No.4-50/P-II/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave Phase -II, Gachibowli, Hyderabad – 500032, is the Registrar & Share Transfer Agent (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and are requested to send the relevant share certificates to the RTA/ Company.
8. Corporate members intending to allow 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 the same printed on the dividend warrants so as to avoid any possible fraudulent encashment / misuse of dividend warrants by others.
10. 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 a 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.
11. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares and/or unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 which is available on [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company [www.cclproducts.com](http://www.cclproducts.com) along with requisite fee as decided by it from time to time.

Members who have not yet encashed the dividend warrants from the financial year ended March 31, 2016 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents without any further delay. It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the members' account on time.



It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amount which were lying with the Company upto and in respect of the year ended on March 31, 2015, have already been transferred to the IEPF. The details of the unclaimed dividends are available on the Company's website at [www.cclproducts.com](http://www.cclproducts.com) and on the website of Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in). Members are requested to contact the Company's Registrar and Share Transfer Agent or the Company to claim the unclaimed/unpaid dividends.

12. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
13. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/DOP/CIR-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circular, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.

Securities and Exchange Board of India (SEBI) vide its Circular dated November 3, 2021, December 15, 2021 and March 16, 2023, has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023. Members are requested to submit their PAN, KYC and nomination details to the RTA of the Company Venture Capital and Corporate Investments Pvt. Ltd. The format of mandatory KYC documents is available on the Company's Website [www.cclproducts.com](http://www.cclproducts.com).

Members holding shares in electronic form are, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/ or the Prevention of Money Laundering Act, 2002.

14. Members may also note that the Notice of the 62<sup>nd</sup> Annual General Meeting is available on the Company's website: [www.cclproducts.com](http://www.cclproducts.com). All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the Members by writing an e-mail to the Company at [investors@continental.coffee](mailto:investors@continental.coffee).

In compliance with the aforesaid MCA Circulars and SEBI Circular dated January, 5, 2023, Notice of the AGM along with Annual Report 2022-23 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2022-23 will also be available on the Company's website at [www.cclproducts.com](http://www.cclproducts.com), on the website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange

of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively.

15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
16. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/reappointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
17. Retirement of Directors by rotation: Smt. Challa Shantha Prasad, Non-Executive Director and Sri K. K. Sarma, Non-Executive Director of the Company, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment. The Board of directors recommend their reappointment.

## **Instructions for E-VOTING**

### **CDSL e-Voting System –For e-voting during AGM**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and

Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.cclproducts.com](http://www.cclproducts.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on August 19, 2023 at 09:00 A.M. and ends on August 21, 2023 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., August 15, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Board of Directors have appointed Mr. M.B. Suneel, Practising Company Secretary, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing 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.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/my-easi/home/login">https://web.cdslindia.com/my-easi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository <b>Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for e-Voting and joining virtual meetings for **physical shareholders and shareholders other than individual holding in Demat form:**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details or Date of Birth(DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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 linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.

- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@continental.coffee](mailto:investors@continental.coffee), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors@continental.coffee](mailto:investors@continental.coffee). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors@continental.coffee](mailto:investors@continental.coffee). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through AVC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.



2. or Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## 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 August 15, 2023.
- ii. The scrutinizer shall, immediately after the conclusion of voting at the AGM, unlock the votes through e-voting and remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the Meeting, 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 CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., August 22, 2023.
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

## EXPLANATORY STATEMENT

### (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 and SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

#### Item No. 5

The members, at the Annual General Meeting of the Company held on August 26, 2021, reappointed Sri K. K. Sarma (DIN 06672873), a Non-Executive Director, to the office of director liable to retire by rotation. In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members by way of Special Resolution is required for appointment / continuation of a non-executive director beyond the age of seventy-five years. Sri K. K. Sarma (DIN 06672873), aged 73 years attains the age of seventy-five years in April, 2025, i.e., during his tenure of the office of Non-Executive Director.

Sri K. K. Sarma, is a Commerce Graduate from Osmania University, having more than 35 years of experience in the fields of setting up of various projects and administration of Companies. He played an active role in implementing and setting up an Instant Coffee Manufacturing Unit for Asian Coffee Ltd, in Andhra Pradesh. He also served as General Manager, Administration of your Company for a period of more than 20 years, prior to his retirement. He was also actively involved in the administration and management of all the CCL Group Companies during his tenure and is now providing valuable inputs in setting up of the new Plants.

Considering Sri K. K. Sarma's profile and rich experience, your Board believes that his services would be highly beneficial for the various ongoing / upcoming projects of the Company. Accordingly, the Board of Directors, at its meeting held on July, 14, 2023, on the recommendation of the Nomination & Remuneration Committee, have in turn recommended the reappointment of Sri K. K. Sarma as Director of the Company, liable to retire by rotation, for the approval of the Members, by way of Special Resolution as set out in the resolution at Item No.5 of this Notice.

The information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to directors seeking appointment / re-appointment is provided in the "Annexure" to the Notice.

Except Sri K. K. Sarma, being the appointee, and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

## **Item No. 6**

As the members are aware, Sri Durga Prasad Kode (DIN 07946821) was appointed as an Independent Director of the Company by the members in their 57<sup>th</sup> Annual General Meeting held on July 14, 2018 for a period of 5 consecutive years, i.e., for a period of five years with effect from July 14, 2018. Pursuant to the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, an Independent Director may be reappointed for another term of 5 years, if approved by members by way of Special Resolution.

Sri Durga Prasad Kode is a Commerce Graduate, who joined Indian Police Service in 1981 in the undivided Andhra Pradesh Cadre. Subsequently upon the bifurcation of the State in 2014, he was relocated to Telangana Cadre. He served with distinction in various fields, such as Law and Order, Training, Provisioning, Anti-naxal operations, Vigilance in Energy Sector, Intelligence in the State Police and in VIP protection and Para Military Forces in the Central Government. He served in several departments of the Government like Law and Order, State Intelligence, Anti Naxal operations, Training and Administration, Vigilance, Special protection Group and Central Reserve Police Force. More details about Sri Durga Prasad Kode are provided in the "Annexure" to the Notice pursuant to SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI. He is paid remuneration by way of fee for attending meetings of the Board and Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board / other meetings and profit based commission within the limits as laid under Section 197 of the Act.

Sri Durga Prasad Kode is registered as an Independent Director in the Data Bank maintained by The Indian Institute of Corporate Affairs.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Sri Durga Prasad Kode be reappointed to the office of Independent Director of the Company.

In the opinion of the Board, Sri Durga Prasad Kode has the integrity, expertise, and proficiency required to get appointed to the office of Independent Director of the Company.

Sri Durga Prasad Kode's 1<sup>st</sup> term as Independent Director expired on the close of July 13, 2023. The Board of Directors, at its meeting held on July 14, 2023, based on the performance evaluation of Sri Durga Prasad Kode and the recommendation of the Nomination and Remuneration Committee, and considering the background and experience of Sri Durga Prasad Kode and his significant contribution to the Company as a Board Member and as a member of various Committees, appointed him to the office of Additional Director (Independent category), pursuant to the provisions of Section 149, 161(1) of the Act read with the Articles of Association of the Company, who shall hold the office of Independent Director of the Company for a period of five consecutive years with effect from July 14, 2023 to July 13, 2028, subject to the approval of members of the Company. The Board of Directors are of the view that the continued association of Sri Durga Prasad Kode would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director, in the best interest of the Company.

The Board is of the opinion that Sri Durga Prasad Kode fulfils the conditions for his reappointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations. Sri Durga Prasad Kode is independent of the management and possesses appropriate skills, experience and knowledge.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for reappointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, reappointment or removal of an independent director shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Sri Durga Prasad Kode requires the approval of the members by way of a special resolution.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Sri Durga Prasad Kode (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified to act as Director under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations (iv) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Sri Durga Prasad Kode, as an Independent Director on the Board of the Company for a term of five consecutive years effective from July 14, 2023 to July 13, 2028.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Sri Durga Prasad Kode, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till Tuesday, August 22, 2023 and also electronically. Members may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investors@continental.coffee](mailto:investors@continental.coffee).

Except Sri Durga Prasad Kode, being an appointee, and his relatives, 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 in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Your Board of Directors recommend the Special Resolution for your consideration and approval.

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

As the members are aware, Smt. Kulsoom Noor Saifullah (DIN 02544686) was appointed as an Independent Director of the Company by the members in their 58<sup>th</sup> Annual General Meeting held on August 7, 2019 for a period of 5 consecutive years, i.e., for a period of five years with effect from February 14, 2019 till February 13, 2024. Pursuant to the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, an Independent Director may be reappointed for another term of 5 years, if approved by members by way of Special Resolution.

Smt. Kulsoom Noor Saifullah has an illustrious academic record and a successful entrepreneurial journey until she opted to retire from active commercial career and dedicate her services for philanthropic cause in different spheres. More details about Smt. Kulsoom Noor Saifullah are provided in the "Annexure" to the Notice pursuant to SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI. She is paid remuneration by way of fee for attending meetings of the Board and Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board / other meetings and profit based commission within the limits as laid under Section 197 of the Act.

She has the skills and capabilities required for the role of Independent Director and has leadership skills and immense business acumen.

Smt. Kulsoom Noor Saifullah is registered as an Independent Director in the Data Bank maintained by The Indian Institute of Corporate Affairs.

In the opinion of the Board, Smt. Kulsoom Noor Saifullah has the integrity, expertise, and proficiency required to get appointed to the office of Independent Director of the Company.

The Board, at their meeting held on July 14, 2023, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered and unanimously agreed that, given her professional background and experience and valuable contributions made by her during her tenure, the continued association of Smt. Kulsoom Noor Saifullah would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to reappoint Smt. Kulsoom Noor Saifullah as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from February 14, 2024 till February 13, 2029.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for reappointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an Independent Director may hold office for upto two consecutive terms.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. The Company has also received from Smt. Kulsoom Noor Saifullah (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified to act as Director under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations (iv) declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

The Board is of the opinion that Smt. Kulsoom Noor Saifullah fulfils the conditions for her reappointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations. Smt. Kulsoom Noor Saifullah is independent of the management and possesses appropriate skills, experience and knowledge.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Smt. Kulsoom Noor Saifullah, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till Tuesday, August 22, 2023 and also electronically. Members may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investors@continental.coffee](mailto:investors@continental.coffee).

Except Smt. Kulsoom Noor Saifullah, being an appointee, and her relatives, 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 in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Your Board of Directors recommend the Special Resolution for your consideration and approval.

## **Item No. 8**

As the members are aware, Sri K. V. Chowdary (DIN 08485334) was appointed as an Independent Director of the Company by the members in their 58<sup>th</sup> Annual General Meeting held on August 7, 2019 for a period of 5 consecutive years, i.e., for a period of five years with effect from June 25, 2019 till June 24, 2024. Pursuant to the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, an Independent Director may be reappointed for another term of 5 years, if approved by members by way of Special Resolution.

Sri K. V. Chowdary is accredited with an illustrious academic record and a successful professional career in various capacities. More details about Sri K. V. Chowdary are provided in the "Annexure" to the Notice pursuant to SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI. He is paid remuneration by way of fee for attending meetings of the Board and Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board / other meetings and profit based commission within the limits as laid under Section 197 of the Act.

He has the skills and capabilities required for the role of Independent Director and has leadership skills and vast operational experience. He possesses deep understanding of taxation matters and has vast experience having served as Chairman, Central Board of Direct Taxes and the Central Vigilance Commissioner of the country. He also possesses skills in strategic planning, financial, regulatory / legal matters, risk management, corporate governance, etc.

Sri K. V. Chowdary is registered as an Independent Director in the Data Bank maintained by The Indian Institute of Corporate Affairs.

In the opinion of the Board, Sri K. V. Chowdary has the integrity, expertise, and proficiency required to get appointed to the office of Independent Director of the Company.

The Board, at its meeting held on July 14, 2023, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered and unanimously agreed that, given his professional background and experience and contributions made by him during his tenure, the continued association of Sri K. V. Chowdary would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to reappoint Sri K. V. Chowdary as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from June 25, 2024 till June 24, 2029.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an Independent Director may hold office for upto two consecutive terms.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Sri K. V. Chowdary (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified to act as Director under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations (iv) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

The Board is of the opinion that Sri K. V. Chowdary fulfils the conditions for his reappointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations. Sri K. V. Chowdary is independent of the management and possesses appropriate skills, experience and knowledge.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Sri K. V. Chowdary, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till Tuesday, August 22, 2023 and also electronically. Members may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investors@continental.coffee](mailto:investors@continental.coffee).

Except Sri K. V. Chowdary, being an appointee, and his relatives, 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 in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Your Board of Directors recommend the Special Resolution for your consideration and approval.

## **Item No. 9**

As the members are aware, Dr. Krishnanand Lanka (DIN 07576368), based on the recommendation of the Nomination and Remuneration Committee of the Company, was reappointed to the office of Non-Executive Director, liable to retire by rotation, by the members in their 61<sup>st</sup> AGM held on August 30, 2022. Dr. Krishnanand Lanka has been associated with the Company since 2016 and has been rendering his advisory services to the Board and to the Company towards the growth of business and imparting technical knowledge. In the said context, it is pertinent to note that Dr. Krishnanand Lanka, fulfills all the criteria of an Independent Director as prescribed under the Companies Act, 2013 and the SEBI Listing Regulations. Further, apart from receiving director's remuneration, Dr. Krishnanand Lanka did not have any material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors as per the requirements of the SEBI Listing Regulations. In view of the above, the Nomination and Remuneration Committee of the Company, at its meeting held on July 14, 2023, considered and recommended the appointment of Dr. Krishnanand Lanka as an Independent Director of the Company. Upon such recommendation, Dr. Krishnanand Lanka resigned as a Non-Executive Director of the Company with effect from the close of business hours on July 13, 2023. The Board of Directors subsequently appointed Dr. Krishnanand Lanka as an Additional Director (Independent category) of the Company, with effect from July 14, 2023 pursuant to the provisions of Section 149, 161(1) of the Act read with the Articles of Association of the Company, who shall hold the office of Independent Director of the Company for a period of five consecutive years with effect from July 14, 2023 to July 13, 2028, subject to the approval of members of the Company.

Pursuant to the provisions of Section 149 of the Act, an independent director shall hold office for a maximum term upto 5 (Five) consecutive years on the Board of a company and such Director shall not be included in the total number of directors for calculating the number of directors who would retire by rotation.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, reappointment or removal of an independent director shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Dr. Krishnanand Lanka requires the approval of the members by way of a special resolution.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Dr. Krishnanand Lanka (i) consent in writing to act as Director in Form DIR-2 (ii) intimation in Form DIR-8 to the effect that he is not disqualified

to act as Director under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence (iv) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

Dr. Krishnanand Lanka is registered as an Independent Director in the Data Bank maintained by The Indian Institute of Corporate Affairs.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Dr. Krishnanand Lanka be appointed to the office of Independent Director of the Company.

Dr. Krishnanand Lanka has the integrity, expertise, and proficiency commensurate to that of the office of Independent Director of the Company. He possesses leadership skills and vast experience. More details about Dr. Krishnanand Lanka pursuant to SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI are provided in the "Annexure" to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board / other meetings and profit based commission within the limits as laid under Section 197 of the Act.

The Board is of the opinion that Dr. Krishnanand Lanka fulfils the conditions for his reappointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations. Dr. Lanka Krishnanand is independent of the management and possesses appropriate skills, experience and knowledge.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Dr. Krishnanand Lanka, as an Independent Director on the Board of the Company for a term of five consecutive years effective from July 14, 2023 to July 13, 2028.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Dr. Krishnanand Lanka, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till Tuesday, August 22, 2023 and also electronically. Members may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investors@continental.coffee](mailto:investors@continental.coffee).

Except Dr. Krishnanand Lanka being an appointee, and his relatives, 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 in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Your Board of Directors recommend the Special Resolution for your consideration and approval.

## **Item No. 10**

Your Board of Directors, with an objective of supplementing the increasing business operations, market dynamics and growing compliance responsibilities at Board level and in order to further broadbase the Board strength, appointed Sri Satyavada Venkata Ramachandra Rao (DIN 07576368) to the office of Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013, effective July 14, 2023. He shall hold the office as such till the ensuing AGM.

Sri Satyavada Venkata Ramachandra Rao started his career with M/s. B H P V Ltd. and then moved to Visakhapatnam Steel Plant. In pursuit of his professional goals, he moved to Private Sector organizations M/s. Sriram Refrigerations Ltd. and M/s. Bakelite Hylam Ltd. at Hyderabad. He became CEO of Andhra Cements SBU Visakhapatnam. In the year 2000 he quit his employment as Group Vice President HR & Legal, Pennar Group of Industries to promote Resource Inputs Limited. He has worked with major industrial organizations both in Public and Private sector for over 25 years in senior management positions in HR, Legal and General Management functions.

More details about Sri S V Rama Chandra Rao are provided in the “Annexure” to the Notice pursuant to SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members by way of Special Resolution is required for appointment / continuation of a non-executive director beyond the age of seventy-five years. Sri Satyavada Venkata Ramachandra Rao (DIN 07576368), aged 73 years attains the age of seventy-five years in August, 2025, i.e., during his tenure of the office of Non-Executive Director.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act, along with requisite deposit, proposing his candidature for the office of Director. The Company has also received from Sri Satyavada Venkata Ramachandra Rao (i) consent in writing to act as Director in Form DIR-2 (ii) intimation in Form DIR-8 to the effect that he is not disqualified to act as Director under Section 164(2) of the Act and (iii) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Sri Satyavada Venkata Ramachandra Rao, as a Non-Executive Director on the Board of the Company, who shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Sri Satyavada Venkata Ramachandra Rao, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till Tuesday, August 22, 2023 and also electronically. Members may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investors@continental.coffee](mailto:investors@continental.coffee).

Except Sri Satyavada Venkata Ramachandra Rao, being an appointee, and his relatives, 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 in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Your Board of Directors recommend the Special Resolution for your consideration and approval.

#### **Item Nos. 11 & 12**

The members are aware, that the synchronized efforts of Sri Challa Srishant, the Managing Director and Sri B. Mohan Krishna, the Executive Director have helped the Group establish itself as leading private label coffee manufacturers in the world. Complementing each other in their respective work profiles, both the said Directors have been playing an instrumental role in placing the Group at significant level in the international coffee markets. On a consolidated basis, CCL Group recorded 91% growth in turnover and 74% increase in net profit over the past five years under the able leadership of the Management. Further the Group's turnover has exceeded Rs.2000 Crore mark, while the Net Profit is more than Rs.250 Crores. CCL Group is currently exporting its products to more than 100 countries across the globe. The management of the Parent Company that of and its subsidiaries are planning for aggressive growth in the years to come as well.

The strategic business acumen of Sri Challa Srishant towards the vision of the Group has been instrumental in driving the business to achieve the growth guidance year on year. His ability to seize lucrative business opportunities by expanding into new geographies and forge new partnerships has strengthened the company's market presence on a broader scale.



Sri B. Mohan Krishna with his technical proficiency implemented state-of-the-art manufacturing facilities both in India and Vietnam. He played a pivotal role in spearheading the capacity expansion efforts, driving them forward with exceptional efficiency and relentless pursuit of competitiveness.

Under their leadership, the organization not only expanded its capacity, but also achieved a competitive edge in the market, positioning the Group as the largest private label manufacturer in the world. CCL Group capacity which was at 30,000 MTs per annum 7 years ago, increased to 55,000 MTs per annum in FY 23 and now aiming to expand to 77,000 MTs per annum by FY 25.

In the present context, it is worth noting that during the year under review, the plant expansion of M/s Ngon Coffee Company Limited (NCCL), the wholly owned subsidiary company based out of Vietnam, has been successfully completed. This capacity enhancement of spray dried coffee manufacturing to 30,000 MTs per annum has made NCCL the largest coffee manufacturing unit in Vietnam. This was possible under the direct guidance and untiring joint efforts of Sri Challa Srishant and Sri B. Mohan Krishna.

The Holding Company has nominated its core managerial personnel, Sri Challa Srishant and Sri B. Mohan Krishna on the Board of NCCL. The said managerial personnel, while rendering their services to the parent Company, have simultaneously dedicated their services towards the operations of NCCL, thus directly contributing to optimize production and generating higher sales over the upcoming years.

The Board of NCCL and its shareholders in their respective meetings held on 05.05.2023 and 13.07.2023 approved the payment of 3% and 2.5% of its profits to Sri Challa Srishant and Sri B. Mohan Krishna respectively, as remuneration. This is permissible under Section 197(14) of the Companies Act 2013.

Upon the recommendation of the Nomination and Remuneration Committee, adopting a more progressive, forward looking and decentralized approach, seeking to align the core managements' efforts and contribution with their remuneration structure, remuneration structure of similarly placed executives in other comparable companies in this line of business and taking note of the remuneration approved by the subsidiary company (NCCL), and to achieve a justified balance amongst the entities in the Group, the Board has proposed restructuring of the remuneration to be paid to the said Directors as laid hereunder.

As their present tenure of 5 years is till the closing hours of February, 13, 2024, considering their invaluable contribution to the growth of CCL Group, they were reappointed to their respective office(s) by the Board of Directors in its Meeting held on July 14, 2023 for another term of 5 years, effective February 14, 2024, based on the recommendations of the Nomination and Remuneration Committee. In other words Sri Challa Srishant, has been reappointed to the office of Managing Director and Sri B. Mohan Krishna has been reappointed to the office of whole time Director, designated as Executive Director, subject to approval of members in their meeting by passing special resolution.

The remuneration structure of **Sri Challa Srishant, Managing Director:**

**CCL Products (India) Limited:**

- a. Salary, Perquisites and Allowances: Salary shall be ₹ 33,00,000/- per month along with other perquisites and allowances as per the Rules of the Company;
- b. Contribution to provident fund, superannuation, gratuity etc.: The Company's contribution to provident fund, superannuation, gratuity payable as per the rules of the Company shall be included in the total remuneration.
- c. Commission based on net profits: In addition to the salary, perquisites and allowances as set out above, Sri Challa Srishant shall be entitled to receive commission based on net profits of the Company and calculated in such a manner that the aggregate of salary and commission shall not exceed 3% of the Net Profits of the Company computed in terms of Section 197 and 198 of the Companies Act, 2013.

- d. Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging during business trips on Company's business shall be reimbursed at actuals and not considered as perquisites.

The remuneration structure of **Sri B. Mohan Krishna, Executive Director:**

**CCL Products (India) Limited:**

- a. Salary, Perquisites and Allowances: Salary shall be ₹ 28,00,000/- per month along with other perquisites and allowances as per the Rules of the Company;
- b. Contribution to provident fund, superannuation, gratuity etc.: The Company's contribution to provident fund, superannuation, gratuity payable as per the rules of the Company shall be included in the total remuneration.
- c. Commission based on net profits: In addition to the salary, perquisites and allowances as set out above, Sri B. Mohan Krishna shall be entitled to receive commission based on net profits of the Company and calculated in such a manner that the aggregate of salary and commission shall not exceed 2.5% of the Net Profits of the Company computed in terms of Section 197 and 198 of the Companies Act, 2013.
- d. Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging during business trips on Company's business shall be reimbursed at actuals and not considered as perquisites.

Pursuant to the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 any such reappointment / remuneration shall be subject to the approval of members in their General Meeting.

The draft agreements (proposed to be executed) in respect of Sri Challa Srishant, Managing Director and Sri B. Mohan Krishna, Executive Director, containing the terms and conditions of their appointment and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till Tuesday, August 22, 2023 and also electronically. Members interested in perusing / inspecting may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investors@continental.coffee](mailto:investors@continental.coffee). Your Board of Directors recommend the Special Resolutions at item No. 11 and 12 for your consideration and approval.

Except Sri Challa Rajendra Prasad, Executive Chairman, Smt. Challa Shantha Prasad, Non-Executive Director of the Company, Sri Challa Srishant, Managing Director and Sri B. Mohan Krishna, Executive Director, being the appointees, and their relatives who are also shareholders in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No.11 and 12 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Brief profile of Sri Challa Srishant**

Sri Challa Srishant is a lawyer by education, having graduated in Law from the National Academy of Legal Studies And Research (NALSAR), University of Law, Hyderabad. In addition, he holds a Diploma in Information Technology Laws from the Asian School of Cyber Laws.

He was awarded a gold medal in Corporate Law at the NALSAR, University of Law. He was also awarded a gold medal for topping in Mathematics in Andhra Pradesh.

Sri Srishant has around 20 years experience in the coffee industry. He is one of the Promoters of the Company and holds 1,41,15,723 equity shares of the Company as on March 31, 2023. Sri Srishant is also a Member of the Coffee Board of India as a representative of Instant Coffee Manufacturers with effect from 09.09.2022 for a period of 3 years.

Details of directorships and other details of Sri Challa Srishant required as per Regulation 36 of the Listing Regulations and Secretarial Standards of Institute of Company Secretaries of India are furnished as annexure to this Notice.

#### **Brief profile of Sri B. Mohan Krishna**

Sri B. Mohan Krishna is a Civil Engineer with more than 20 years of varied experience in the field of implementation of Civil, Mechanical, Electrical and Food Processing Projects. He is acquainted with the latest technological innovations in the fields of Civil, Mechanical and Electrical Engineering and execution and operation of Plants.

He has extensive experience in dealing with various issues involved in obtaining of approvals from various Government Departments, related compliances and overseeing implementation of the projects on turnkey basis.

He is part of the Promoters Group of the Company and holds 10,00,000 equity shares of the Company as on March 31, 2023.

Details of directorships and other details of Sri B. Mohan Krishna required as per Regulation 36 of the Listing Regulations and Secretarial Standards of Institute of Company Secretaries of India are furnished as annexure to this Notice.

#### **Item No. 13**

Pursuant to the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 16, 2022, reappointed M/s. M P R & Associates, Cost Accountants, (Registration No. 000413) to the office of Cost Auditors of the Company for the FY 2023-24 at a remuneration of ₹ 2,00,000/- Lakhs, subject to the approval of members of the Company.

In accordance with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors requires ratification by the Shareholders and hence the resolutions at No. 13 in the Notice attached herewith is put up for the consideration of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 13 in the Notice attached herewith.

Place: Dak Lak Province, Vietnam  
Date : July 14, 2023

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

Sd/-  
**Sridevi Dasari**  
Company Secretary & Compliance Officer  
Membership No. A29897

Annexure

Information in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI

Detailed Profile of Sri Challa Srishant is available and can be accessed at [www.cclproducts.com](http://www.cclproducts.com)

<b>Name of the Director</b>	Sri Challa Srishant
<b>Date of Appointment including terms and conditions of appointment</b>	Presently Sri Challa Srishant is serving as Managing Director of the Company whose term of office would continue till February 13, 2024. He has been reappointed to the office of Managing Director for another term of 5 years w.e.f. 14.02.2024 by the Board in its meeting held on July 14, 2023 subject to approval of members by passing special resolution.
<b>Date of first appointment on the Board</b>	18.07.2005
<b>Date of Birth</b>	15.04.1983 (Age: 40 years)
<b>Expertise in Specific Functional areas and Experience</b>	He has around 20 years of experience in the coffee industry. He also holds Directorships in several national and international companies across the world, engaged in diverse businesses ranging from manufacturing to construction and Information Technology and a passionate investor in e-commerce ventures.
<b>Educational Qualification</b>	LLB from NALSAR, University of Law, Hyderabad and also holds Diploma in Information Technology Laws from the Asian School of Cyber Laws.
<b>Directorships in other Companies (Other than CCL Products (India) Limited)</b>	<ul style="list-style-type: none"> <li>• Continental Coffee Private Limited</li> <li>• Karafa Products Private Limited</li> <li>• Karafa Private Limited</li> <li>• Facemap Infotechnologies Private Limited</li> <li>• Re-Cog Infotechnologies Private Limited</li> <li>• Aries Habitat Private Limited</li> <li>• C R Prasad Family Foundation</li> <li>• CCL Food and Beverages Private Limited</li> </ul>
<b>Membership / Chairmanship of committees of Other Boards (other than CCL Products (India) Limited)</b>	Nil
<b>Details of Remuneration sought to be paid and the remuneration last drawn by such person</b>	As mentioned in the resolution read with explanatory statement
<b>Shareholding in the Company as on 31.03.2023</b>	14115723 shares
<b>Relationship between Directors inter-se/ Manager and KMPs</b>	Sri Challa Srishant - son of Sri Challa Rajendra Prasad, Executive Chairman and Smt. Challa Shantha Prasad, Non-Executive Director and brother-in-law of Sri B. Mohan Krishna, Executive Director of the Company.
<b>Number of Meetings of the Board attended during the year</b>	6 of 6

Information in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Detailed Profile of Sri B. Mohan Krishna is available and can be accessed at [www.cclproducts.com](http://www.cclproducts.com)

<b>Name of the Director</b>	Sri B. Mohan Krishna
<b>Date of Appointment including terms and conditions of appointment</b>	Presently Sri. B. Mohan Krishna holds the office of Executive Director of the Company whose term of office would continue till February 13, 2024. He has been reappointed to the office of Executive Director for another term of 5 years w.e.f. 14.02.2024 by the Board in its meeting held on July 14, 2023 subject to approval of members by passing special resolution.
<b>Date of first appointment on the Board</b>	03.07.2013
<b>Date of Birth</b>	21.01.1981 (Age: 42 years)
<b>Expertise in Specific Functional areas and Experience</b>	He has around 19 years of varied experience in the field of implementation of Civil, Mechanical and Electrical Projects. He is acquainted with the latest technological innovations in the field of Civil Engineering and implementation of Plants. He has hands on experience dealing with various issues involved in obtaining of approvals from various Government Departments and overseeing implementation of the projects on turnkey basis.
<b>Educational Qualification</b>	Civil Engineering from JNTU, Hyderabad.
<b>Directorships in other Companies (Other than CCL Products (India) Limited)</b>	<ul style="list-style-type: none"> <li>• Continental Coffee Private Limited</li> <li>• Helical Tubes and Ducts Pvt Ltd</li> <li>• CCL Food and Beverages Private Limited</li> </ul>
<b>Membership / Chairmanship of committees of Other Boards (other than CCL Products (India) Limited)</b>	Nil
<b>Details of Remuneration sought to be paid and the remuneration last drawn by such person</b>	As mentioned in the resolution.
<b>Shareholding in the Company as on 31.03.2023</b>	10,00,000 shares
<b>Relationship between Directors inter-se/ Manager and KMPs</b>	Sri B. Mohan Krishna - son-in-law of Sri Challa Rajendra Prasad, Executive Chairman and Smt. Challa Shantha Prasad, Non-Executive Director and brother-in law of Sri Challa Srishant, Managing Director of the Company
<b>Number of Meetings of the Board attended during the year</b>	6 of 6

Information in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Detailed Profile of Smt. Challa Shantha Prasad is available and can be accessed at [www.cclproducts.com](http://www.cclproducts.com)

<b>Name of the Director</b>	Smt. Challa Shantha Prasad
<b>Date of Appointment including terms and conditions of appointment</b>	She was appointed as a Non-Executive Director in the Annual General Meeting of the Company held on 26.08.2021.  There are no specific terms and conditions of appointment.
<b>Date of first appointment on the Board</b>	29.07.2016
<b>Date of Birth</b>	09.12.1953 (Age: 69 years)
<b>Expertise in Specific Functional areas and Experience</b>	She has been actively involved with various social causes and has been part of many philanthropic efforts both on a personal level and as part of the Pranic Healing Foundation. She also holds office as a trustee in various Organizations such as the MCKS Trust Fund, World Pranic Healing Foundation and AP Pranic Healing Foundation.
<b>Educational Qualification</b>	Masters in Anthropology from Delhi University
<b>Directorships in other Companies (Other than CCL Products (India) Limited)</b>	Nil
<b>Membership / Chairmanship of committees of Other Boards (other than CCL Products (India) Limited)</b>	Nil
<b>Remuneration (including sitting fees, if any) last drawn (FY 2022-23)</b>	₹ 17.85 lakhs ( for remuneration details, please refer Corporate Governance Report)
<b>Remuneration Proposed to be paid</b>	As per existing approved terms of appointment
<b>Shareholding in the Company as on 31.03.2023</b>	185,65,334 equity shares (as on July 14, 2023 - 3,20,38,520 equity shares)
<b>Relationship between Directors inter-se/ Manager and KMPs</b>	Smt. Challa Shantha Prasad - spouse of Sri Challa Rajendra Prasad, Executive Chairman; mother of Sri Challa Srishant, Managing Director and mother-in-law of Sri B. Mohan Krishna, Executive Director of the Company.
<b>Number of Meetings of the Board attended during the year</b>	5 of 6

Information in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Detailed Profile of Sri. K. K. Sarma is available and can be accessed at [www.cclproducts.com](http://www.cclproducts.com)

<b>Name of the Director</b>	Sri K. K. Sarma
<b>Date of Appointment including terms and conditions of appointment</b>	He was appointed as a Non-Executive Director in the Annual General Meeting of the Company held on 26.08.2021  There are no specific terms and conditions of Appointment
<b>Date of first appointment on the Board</b>	03.07.2013
<b>Date of Birth</b>	11.04.1950 (Age: 73 years)
<b>Expertise in Specific Functional areas and Experience</b>	He is having more than 30 years of experience in the fields of setting up of various projects and administration of Companies. He played an active role in implementing and setting up an Instant Coffee Manufacturing Unit for Asian Coffee Ltd, in Andhra Pradesh. He also served as General Manager, Administration of CCL Products (India) Ltd. for a period of more than 20 years, prior to his retirement. He was also actively involved in the administration and management of all the CCL Group Companies during his tenure.
<b>Educational Qualification</b>	Commerce Graduate from Osmania University
<b>Directorships in other Companies (Other than CCL Products (India) Limited)</b>	<ul style="list-style-type: none"> <li>• Daily Food Products Private Limited</li> <li>• Continental Coffee Private Limited</li> </ul>
<b>Membership / Chairmanship of committees of Other Boards (other than CCL Products (India) Limited)</b>	Nil
<b>Remuneration (including sitting fees, if any) last drawn (FY 2022-23)</b>	₹ 21.05 lakhs ( for remuneration details, please refer Corporate Governance Report)
<b>Remuneration Proposed to be paid</b>	As per existing approved terms of appointment
<b>Shareholding in the Company as on 31.03.2023</b>	Nil
<b>Relationship between Directors inter-se/ Manager and KMPs</b>	Nil
<b>Number of Meetings of the Board attended during the year</b>	6 of 6

Information in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Detailed Profile of Sri Durga Prasad Kode is available and can be accessed at [www.cclproducts.com](http://www.cclproducts.com)

<b>Name of the Director</b>	Sri Durga Prasad Kode
<b>Date of Appointment including terms and conditions of appointment</b>	He was appointed as Independent Director of the Company by members in their meeting held on 14.07.2018 for a term of 5 years. Reappointed for another term of 5 years subject to approval of members by passing special resolution.
<b>Date of first appointment on the Board</b>	01.02.2018
<b>Date of Birth</b>	26.02.1957 (Age: 66 years)
<b>Expertise in Specific Functional areas and Experience</b>	He served in several Government Departments like Law and Order, State Intelligence, Anti Naxal operations, Training and Administration, Vigilance, Special protection Group and Central Reserve Police Force. He is presently serving as Advisor, Home Government of Andhra Pradesh for laying roads in interior Naxal affected agency areas and heading a committee for advising Government on Inland Waterways in Andhra Pradesh
<b>Educational Qualification</b>	Commerce Graduate and Indian Police Service officer of 1981 batch
<b>Directorships in other Companies (Other than CCL Products (India) Limited)</b>	<ul style="list-style-type: none"> <li>• Nava Limited</li> <li>• Nava Bharat Energy India Limited</li> </ul>
<b>Membership / Chairmanship of committees of Other Boards (other than CCL Products (India) Limited)</b>	<p><b>Nava Limited</b>            Audit Committee: Chairperson            Nomination and Remuneration Committee: Chairperson            Stakeholders Relation Committee: Chairperson            CSR Committee: Member</p> <p><b>Nava Bharat Energy India Limited</b>            Audit Committee: Chairperson            Nomination and Remuneration Committee: Chairperson            CSR Committee: Member</p>
<b>Remuneration (including sitting fees, if any) last drawn (FY 2022-23)</b>	₹ 21.30 lakhs ( for remuneration details, please refer Corporate Governance Report)
<b>Remuneration Proposed to be paid</b>	As per existing approved terms of appointment
<b>Shareholding in the Company as on 31.03.2023</b>	10,000 shares
<b>Relationship between Directors inter-se/ Manager and KMPs</b>	Nil
<b>Number of Meetings of the Board attended during the year</b>	6 of 6



Information in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Detailed Profile of Smt. Kulsoom Noor Saifullah is available and can be accessed at [www.cclproducts.com](http://www.cclproducts.com)

<b>Name of the Director</b>	Smt. Kulsoom Noor Saifullah
<b>Date of Appointment including terms and conditions of appointment</b>	She was appointed as Independent Director of the Company by members in their meeting held on 07.08.2019 for a term of 5 years and is reappointed for another term of 5 years subject to approval of members by passing special resolution
<b>Date of first appointment on the Board</b>	19.01.2015
<b>Date of Birth</b>	01.09.1956 (Age: 66 years)
<b>Expertise in Specific Functional areas and Experience</b>	As an entrepreneur exporter she has exported leather products to both East and West Europe. She was also appointed as advisor and sole representative of the Donetsk Regional Administration, Government of Ukraine in India. She has been actively involved in social welfare projects. She is the founder of The India Harmony Foundation.
<b>Educational Qualification</b>	BA (English Honors)
<b>Directorships in other Companies (Other than CCL Products (India) Limited)</b>	• Good Earth Mining Private Limited
<b>Membership / Chairmanship of committees of Other Boards (other than CCL Products (India) Limited)</b>	Nil
<b>Remuneration (including sitting fees, if any) last drawn (FY 2022-23)</b>	₹ 21.55 lakhs ( for remuneration details, please refer Corporate Governance Report)
<b>Remuneration Proposed to be paid</b>	As per existing approved terms of appointment
<b>Shareholding in the Company as on 31.03.2023</b>	Nil
<b>Relationship between Directors inter-se/ Manager and KMPs</b>	Nil
<b>Number of Meetings of the Board attended during the year</b>	6 of 6

Information in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Detailed Profile of Sri K. V. Chowdary is available and can be accessed at [www.cclproducts.com](http://www.cclproducts.com)

<b>Name of the Director</b>	Sri K. V. Chowdary
<b>Date of Appointment including terms and conditions of appointment</b>	He was appointed as Independent Director of the Company by members in their meeting held on 07.08.2019 for a term of 5 years and is reappointed for another term of 5 years subject to approval of members by passing special resolution.
<b>Date of first appointment on the Board</b>	25.06.2019
<b>Date of Birth</b>	10.10.1954 (Age: 68 years)
<b>Expertise in Specific Functional areas and Experience</b>	He started his career as a probationary officer in Andhra Bank from 1976 to 1978. He later joined Indian Revenue Service in September, 1978 through Civil Services Examination of 1977. On deputation, he went to the Department of Revenue as Under Secretary during 1985-87 and to the Department of Company Affairs as Deputy Secretary from 1987 to 1989. He was Secretary to the Company Law Board for about one and half years and held several Executive Positions until he retired as Chairman of CBDT on 31st October, 2014. On Superannuation, he was appointed as an Advisor to the Department of the Revenue on issues relating to black money. He was appointed as the Central Vigilance Commissioner from June, 2015 to June, 2019 by a warrant issued by The President of India. He is a Member on the Advisory Board of Comptroller and Auditor General of India. He was elected as a Member of The Executive Committee of International Association of Anti-Corruption Agencies.
<b>Educational Qualification</b>	Graduation in Mathematics from Loyola College, Chennai and Post Graduation in Mathematics from IIT Chennai.
<b>Directorships in other Companies (Other than CCL Products (India) Limited)</b>	<ul style="list-style-type: none"> <li>• Reliance Industries Limited</li> <li>• Divi's Laboratories Limited</li> <li>• Tata Motors Limited</li> <li>• Eugia Pharma Specialities Limited</li> <li>• My Home Industries Private Limited</li> <li>• Reliance Jio Infocomm Limited</li> <li>• Genome Foundation</li> <li>• GMR Varalakshmi Foundation</li> <li>• Anant Raj Limited</li> </ul>

<p><b>Membership / Chairmanship of committees of Other Boards (other than CCL Products (India) Limited)</b></p>	<p><b>Reliance Industries Limited</b>            Audit Committee: Member            Nomination and Remuneration Committee: Member            Stakeholders Relation committee: Chairperson            CSR Committee: Member            Risk Management Committee: Member</p> <p><b>Divi's Laboratories Limited</b>            Audit Committee: Member            Nomination and Remuneration Committee: Member            Stakeholders Relation committee: Member</p> <p><b>Tata Motors Limited</b>            Audit Committee: Member            CSR Committee: Member</p> <p><b>Eugia Pharma Specialities Limited</b>            Audit Committee: Chairperson            Nomination and Remuneration Committee: Member</p>
<p><b>Remuneration (including sitting fees, if any) last drawn (FY 2022-23)</b></p>	<p>₹ 19.50 lakhs ( for remuneration details, please refer Corporate Governance Report)</p>
<p><b>Remuneration Proposed to be paid</b></p>	<p>As per existing approved terms of appointment</p>
<p><b>Shareholding in the Company as on 31.03.2023</b></p>	<p>Nil</p>
<p><b>Relationship between Directors inter-se/ Manager and KMPs</b></p>	<p>Nil</p>
<p><b>Number of Meetings of the Board attended during the year</b></p>	<p>6 of 6</p>

formation in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Detailed Profile of Dr. Krishnanand Lanka is available and can be accessed at [www.cclproducts.com](http://www.cclproducts.com)

<b>Name of the Director</b>	Dr. Krishnanand Lanka
<b>Date of Appointment including terms and conditions of appointment</b>	He was reappointed as a Non-executive Director of the Company in the AGM held on 30.08.2022, liable to retire by rotation. Presently, appointed to the office of Independent Category of the Company effective July 14, 2023 for a term of 5 years subject to the approval of members by passing special resolution.
<b>Date of first appointment on the Board</b>	29.07.2016
<b>Date of Birth</b>	06.03.1962 (Age: 61 years)
<b>Expertise in Specific Functional areas and Experience</b>	Dr. Krishnanand Lanka is a Professor in Mechanical Engineering Department, National Institute of Technology (NIT), Warangal. 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. Krishnanand Lanka has undertaken several projects and few of them are Development of Feature based CAD/CAM with reference of Machining Processes & Evaluation of Sculptured Surfaces, Development of Networked Digital Library as an online learning resource etc.
<b>Educational Qualification</b>	B. Tech in Mechanical engineering from VRSEC, Vijayawada, Nagarjuna University. M. Tech in Industrial engineering from NIT, Calicut, Calicut University. Ph. D in Automatic Feature Recognition from NIT, Warangal, Kakatiya University.
<b>Directorships in other Companies (Other than CCL Products (India) Limited)</b>	Nil
<b>Membership / Chairmanship of committees of Other Boards (other than CCL Products (India) Limited)</b>	Nil
<b>Remuneration (including sitting fees, if any) last drawn (FY 2022-23)</b>	₹ 21.05 lakhs ( for remuneration details, please refer Corporate Governance Report)
<b>Remuneration Proposed to be paid</b>	As per existing approved terms of appointment
<b>Shareholding in the Company as on 31.03.2023</b>	Nil
<b>Relationship between Directors inter-se/ Manager and KMPs</b>	Nil
<b>Number of Meetings of the Board attended during the year</b>	6 of 6

Information in respect of Director seeking appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Detailed Profile of Sri Satyavada Venkata Ramachandra Rao is available and can be accessed at [www.cclproducts.com](http://www.cclproducts.com)

<b>Name of the Director</b>	Sri Satyavada Venkata Ramachandra Rao
<b>Date of Appointment including terms and conditions of appointment</b>	He was appointed as Additional Director (Non – Executive Director) of the Company on 14.07.2023 whose term of office would continue till the ensuing AGM. Special resolution proposing for his appointment to the office of Director, liable to retire by rotation forms part of Notice.
<b>Date of first appointment on the Board</b>	14.07.2023
<b>Date of Birth</b>	06.08.1950 (Age: 72 years)
<b>Expertise in Specific Functional areas and Experience</b>	<p>Sri Satyavada Vankata Ramachnadra Rao has worked with major industrial organizations both in Public and Private sector for over 25 years in senior management positions in HR, Legal and General Management functions before promoting HR consulting company, Resource Inputs Limited.</p> <p>He was the founder secretary for National HRD Network Hyderabad chapter and contributed to its growth in the state of Andhra Pradesh.</p> <p>Currently, he is the Telangana State Council member of CII and Member Industrial Relations Committee of FTCCI, Chairman, Employers Federation of Southern India, AP&amp;TS Branch, Regional Board Member Employees Provident Fund Organization (Government of India) Telangana Region, Advisory Committee Member National Board for Workers Education and Development and HR Consultant to Tirumala Tirupathi Devasthanam.</p> <p>He has authored several articles on productivity, human relations, labor laws and his latest book is 'Handbook on Social Security' published in March 2023</p>

<b>Educational Qualification</b>	Post Graduate degree in Social Work with Personnel Management and Industrial Relations Specialization, LLB and Post Graduate Diploma in Labour and Administrative Laws.
<b>Directorships in other Companies (Other than CCL Products (India) Limited)</b>	<ul style="list-style-type: none"> <li>• Thermal Systems (Hyderabad) Private Limited</li> <li>• Resource Inputs Private Limited</li> <li>• HR Chambers Outsourcing Private Limited</li> </ul>
<b>Membership / Chairmanship of committees of Other Boards (other than CCL Products (India) Limited)</b>	Nil
<b>Remuneration (including sitting fees, if any) last drawn (FY 2022-23)</b>	Not Applicable
<b>Remuneration Proposed to be paid</b>	As per approved terms of appointment
<b>Shareholding in the Company as on 31.03.2023</b>	Nil
<b>Relationship between Directors inter-se/ Manager and KMPs</b>	Nil
<b>Number of Meetings of the Board attended during the year</b>	Not Applicable