



CCL PRODUCTS (INDIA) LIMITED

CIN:L15110AP1961PLC000874

Registered Office: Duggirala, Guntur Dist. - 522 330,A.P., India.

E.mail : investors@continental.coffee

www.cclproducts.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Thursday, August 31, 2023 at 9:00 a.m. (IST)	Friday, September 29, 2023 at 05.00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modifications or re-enactments thereof, for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular No. 11/2022 dated December 28, 2022 read with General Circulars No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, and other General Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time in this regard (hereinafter collectively referred to as "MCA Circulars"), and the Circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), in this regard to transact the special business as set out hereunder by passing Special Resolution, by way of electronic voting (remote e voting).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, CCL Products (India) Limited ('the Company') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services Limited ('CDSL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at www.cclproducts.com. The Board of Directors of the Company have appointed Mr. M.B. Suneel, Practising Company Secretary (M. No.31197 & C.P. No. 14449), as the Scrutinizer for conducting the voting process in a fair and transparent manner. He has communicated his willingness to act as the Scrutinizer and will be available for the said purpose.

The voting through remote e-voting will commence on Thursday, August 31, 2023 at 9:00 a.m. (IST) and end on Friday, September 29, 2023 at 05.00 p.m. (IST). Immediately thereafter, the remote e voting module shall close and the members intending to cast their votes electronically shall not be able to do so beyond the said date & time. The last date of e-voting, i.e., September 29, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the 'Notes'. References to postal ballot(s) in this Postal Ballot Notice, if any, include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in the notes.

SPECIAL BUSINESS:

PROPOSED RESOLUTION:

To appoint Sri Sudhakar Ambati (DIN: 01080550) to the office of Independent Director of the Company in terms of Section 149 of the Companies Act, 2013:

To consider and, if thought fit, to give your assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 & 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended from time to time, Sri Sudhakar Ambati (DIN: 01080550), 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 for the office of Director of the Company and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment as such, be and is hereby appointed as an Independent Director of the Company, for five consecutive years effective September 29, 2023, as recommended by the Nomination and Remuneration Committee and the Board of Directors, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations, Sri Sudhakar Ambati be continued as an Independent Director of the Company for the said term of 5 years, notwithstanding that he attains the age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby authorised to do all acts and take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution."

Place: Hyderabad
Date: August 21, 2023

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

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

NOTES FOR MEMBERS:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted is annexed hereto.
2. In terms of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed through the process of remote e voting.
3. The members are provided with the facility to cast their vote, electronically, through e-voting service provided by Central Depository Services (India) Limited (CDSL) on the resolution set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s). Pursuant to General Circular No.17/2020 dated April 13, 2020 and other circulars issued by the MCA in this regard, and decided by the Company, members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process.
4. The Postal Ballot Notice is uploaded on the website of the Company: 'www.cclproducts.com' and on the website of Central Depository Services (India) Limited (CDSL): "www.evotingindia.com".
5. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/List of beneficial ownership as received from the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Thursday, August 24, 2023 (cut-off date) only by electronic mode. Physical copies of the Postal Ballot Notices, postal ballot forms and pre-paid business reply envelopes are not being sent to members.
6. The Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any member requests for a physical copy of the same. Members may note that the Postal Ballot Notice will also be available on the Company's website, www.cclproducts.com, on the website of the Stock Exchanges, i.e. BSE Limited, National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL, www.evotingindia.com.

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. They may also contact the Company Secretary of the Company at investors@continental.coffee.
7. Dispatch of the Postal Ballot Notice will be completed by Wednesday, August 30, 2023.
8. The voting through remote e-voting will commence on Thursday, August 31, 2023 at 9:00 a.m. (IST) and end on Friday, September 29, 2023 at 05.00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, August 24, 2023, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
9. Resolution passed by the members through Postal Ballot, including voting by electronic means (e-voting), is deemed to have been passed effectively at a General Meeting of the Members. In the present context, the Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
10. Voting rights of a member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

11. The results of the Postal Ballot will be declared by the Chairman of the Company or by any person authorized by him, and the resolution will be deemed to have been passed effectively on the last date of e-voting i.e., Friday, September 29, 2023, subject to the requisite majority of the Shareholders.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Guntur (in vernacular language, i.e. Telugu).
13. The documents, if any, referred to in the Notice / Statement will be available for inspection electronically and also at the Registered Office of the Company during working hours on all working days from the date of dispatch of this Notice till Friday, September 29, 2023.
14. Procedure and Instructions for E-Voting:
 - i) The voting period begins on Thursday, August 31, 2023 at 9:00 a.m. (IST) and end on Friday, September 29, 2023 at 05.00 p.m. (IST). 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., Thursday, August 24, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) In pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants(DPs) in order to increase the efficiency of the voting process.
 - iii) Individual demat account holders would be able to cast their vote without having to register again with the Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - iv) In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting for Individual shareholders holding securities in demat mode."
 - v) The details of the process and manner for remote e-voting and are explained herein below:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) 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.

- (ii) 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 above said SEBI Circular, Login method for e-Voting 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 CDSL Depository	<ol style="list-style-type: none"> <li data-bbox="513 875 1412 1065">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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. <li data-bbox="513 1065 1412 1327">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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. <li data-bbox="513 1327 1412 1443">3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <li data-bbox="513 1443 1412 1690">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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 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.</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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- (iii) Login method for Remote e-Voting 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.
 - 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant company “CCL PRODUCTS (INDIA) LIMITED” on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the options “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.

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- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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 & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) 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 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.
 - 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 & 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 Andhra Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to 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 or call at toll free no. 1800 22 55 33

Other Instructions:

- a) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, August 24, 2023, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on Thursday, August 24, 2023 (i.e., the cut-off date). A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- b) In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of www.evotingindia.com (CDSL Website). You can also write to investors@continental.coffee or to our RTA at investor.relations@vccipl.com
- c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2023)

The members are hereby informed that the Company has received a Notice in writing from one of its shareholders proposing the candidature of one Sri Sudhakar Ambati to the office of Director of the Company pursuant to the provisions of Section 160 of the Companies Act, 2013

The said matter was referred to the Nomination and Remuneration Committee (NRC) for its evaluation and recommendation thereon.

The Nomination and Remuneration Committee considered the said matter and carried out an intensive evaluation of the profile of Sri Sudhakar Ambati. Further, it also test checked whether Sri Sudhakar Ambati complies with the provisions of Section 149 of the Companies Act, 2013 and also the relevant SEBI Listing Regulations as may be applicable to the office of Independent Director. Further the said Committee also examined his compatibility vis a vis the specific industry and business requirements of the Company. Basis the said, the Committee has recommended the appointment of Sri Sudhakar Ambati to the office of Independent Director of the Company.

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, administrative knowledge and experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Accordingly, the Board of Directors are of the view that Sri Sudhakar Ambati possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director and his appointment on the Board of the Company as an Independent Director even after attaining the age of 75 years will be in the interest of the Company. In the opinion of the Board, Sri Sudhakar Ambati fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. Further, the Board confirms that he is independent of the management.

The Company has also received the following from Sri Sudhakar Ambati:

- (i) consent in writing from Sri Sudhakar Ambati to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Sri Sudhakar Ambati to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. The Board noted that Sri Sudhakar Ambati's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Sri Sudhakar Ambati is eligible for appointment as an Independent Director.

Further, Sri Sudhakar Ambati has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Sri Sudhakar Ambati has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, Sri Sudhakar Ambati has confirmed that, he had not been a partner of a firm that had transactions

during last three financial years with CCL Products (India) Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Sri Sudhakar Ambati as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members, electronically and also at the Company's registered office during normal business hours on working days up to Friday, **September 29, 2023**. The resolution seeks the approval of members for the appointment of Sri Sudhakar Ambati as an Independent Director of the Company, to hold office as such from **September 29, 2023 to September 28, 2028** (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc., are available for inspection without any fee by the members electronically and also at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e., **Friday, September 29, 2023**.

The profile and specific areas of expertise of Sri Sudhakar Ambati and other relevant information as required under SEBI Listing Regulations and SS-2 are provided as annexure. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Sri Sudhakar Ambati as Independent Director of the Company, by way of special resolution as set out above.

No director, key managerial personnel or their relatives except Sri Sudhakar Ambati to whom the resolution relates is interested in or concerned with the resolution. The Board recommends the special resolution set forth in this notice for the approval of Members.

Brief profile

Sri Ambati Sudhakar is a seasoned professional with a diverse background and extensive expertise in various domains. He holds an M.Sc. in Chemistry from Bhopal University and M.A. (Social Work) from Delhi University, along with an LL.B. He also possesses a Post Graduate Diploma in Personnel Management & Industrial Relations and is a certified International Coach. With a rich professional journey, he served as the Head of Human Resources at Dabur India Limited, where he rose to the position of Senior Executive Director during his thirteen-year tenure. He continued to contribute significantly even after his superannuation, serving as a Professional Advisor overseeing Dabur's HR functions and CSR. Additionally, he excelled as Vice President - Human Resources at Owens Brockway India Limited and as the National Director - HRC at Ernst & Young.

His expertise lies in strategic Change Management, Compensation & Benefits, HR Due Diligence for M&A, adept HR Consulting, and adaptability to diverse roles. Sri Sudhakar Ambati's commitment to excellence is evidenced by his active participation in international HR Conferences, a global HR mobility program, and his contributions as a presenter at prestigious forums and educational institutions. This extensive body of work has earned him esteemed peer recognition within the industry.

Place: Hyderabad
Date: August 21, 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 pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India:

Name of the Director	Sri Sudhakar Ambati (DIN: 01080550)
Date of Appointment including terms and conditions of appointment	Proposed for appointment as an Independent Director of the Company through postal ballot process. If appointed, the tenure shall be for a consecutive period of 5 years, i.e., from September 29, 2023 to September 28, 2028 (both days inclusive)
Date of first appointment on the Board	Not Applicable
Date of Birth	01.07.1951 (Age: 72 years)
Expertise in Specific Functional areas, skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Sri Sudhakar Ambati possess good knowledge and expertise in strategic Change Management, Compensation & Benefits, HR Due Diligence for M&A related areas that would definitely help the Company.
Educational Qualification	M.Sc. in Chemistry from Bhopal University M.A. in Social Work with main subjects of Sociology and Psychology from Delhi University LLB from Delhi University PGDM in Personnel Management and Labour Laws from Bharatiya Vidya Bhawan
Directorships in other Companies including listed companies	Nil
Membership/Chairmanships of Committees of other Boards (other than the Company)	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Details of Remuneration sought to be paid	Being a Non-Executive Independent Director, he shall be entitled to sitting fee for each Meeting of Board / Committee attended by him. Further, he is also entitled to profit based commission, as decided by the Board from time to time.
Remuneration last drawn	Not applicable
Shareholding in the Company as on date Relationship with other Directors,	Nil
Managers and Key Managerial Personnel of the Company	Sri Sudhakar Ambati does not have any relationship with other Directors, Managers and Key Managerial Personnel of the Company
No. of board meetings attended during the financial year	Nil