21st
ANNUAL REPORT
2011 - 2012

CCL

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CCL INTERNATIONAL LIMITED

ANNUAL REPORT 2011-2012

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COMPANY INFORMATION

Board of Directors

- Executive Directors

  Mrs. Rama Gupta
  Mr. Akash Gupta

- Non- Executive Directors

  Mr. Mool Chand Garg
  Mr. Anil Kumar
  Mr. Arvind Sharma
  Mr. Krishan Kumar Sharma

Reference Information

- Registered Office

  30, Bharti Artist Colony ,
  Main Vikas Marg, Laxmi Nagar,
  Delhi-92,
  Ph: 22457275, 0120-4124258

Email Id.: cclinternational2008@gmail.com

- Corporate Office

  C-42, RDC, Raj Nagar, Ghaziabad
  Ph.120-4703094

- Factory

  A-18, M.I.A., Alwar, Rajasthan
  Ph.0144-2882114.

- Bankers

  IDBI Bank
  HDFC Bank
  Oriental Bank of Commerce
  Bank of Baroda

- Statutory Auditors

  Vidya & Company
  703, Pragati Tower, 26
  Rajendra Palace. New Delhi – 110008.

- Register & Share Transfer Agent (RTA)

  Alankit Assignments Limited
  2/21 E, Alankit House,
  Jhandewalan Extension, Delhi.

- Listed At

Bombay Stock Exchange Limited	(BSE)
Delhi Stock Exchange	(DSE)
Ahmedabad Stock Exchange	(ASE)

MESSAGE FROM CHAIRPERSON



Dear Shareholders,

I have enormous pleasure that CCL International Limited has been taking a leading role in providing general contracting services with uncompromised commitment to Quality, Health, Safety and Environment. We do this through the combination of an open relationship with our employees based on mutual trust, transparency, accountability and discipline.

In preparation to meet the growing market demands for diverse construction, CCL has heavily invested in employing a highly qualified senior management team and staff to meet national standards and purchased equipment to participate in upcoming, challenging large-scale projects.

CCL International is carrying on a business truly capable of benefiting and profiting both society and o shareholders.

I would like to take this opportunity to pledge that I and whole of the Company team will endeavor to devot our full efforts to exceed our customers' expectations & fully satisfy their needs and requirements.

As foremost of reasons for our success as a Group, I see our inclination and commitment towards business values and social welfare. We must bear this in mind and continue creating value for our customers through our produces, nurture those who are part of us like employees, value add to those associated with us as vendors, ensure rewards and accolades to all stakeholders and above all to the sections of society which needs support from us to lead a life with dignity and adequacy

Being proud of our achievements, we will continue to further enhance our commitment and capabilities in the construction industry with integrity and strive for business.

RAMA GUPTA
MD

NOTICE

Notice is hereby given that 21st Annual General Meeting of the Members of **CCL International Limited**, will be held on Saturday, 29th day of September 2012 at 11:30 A.M, at Plot No. 6C, Mandawali, Fazalpur, Delhi - 92 to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, the Statement of Profit and Loss Account & Cash Flow statement for the year ended on that date together with Report of Director's and Auditor's thereon.

2. To appoint Director in place of Mr. Anil Kumar, who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint Director in place of Mr. Mool Chand Garg who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint M/s. Vidya & Co., Chartered Accountants, the retiring Auditors, as Statutory Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of next annual general meeting and to fix their remuneration.

5. To consider and approve the declaration by the Board of a Final dividend of M/s. CCL International Limited of Rs. 5 Paise per share (Exclusive of applicable tax) for the year ended 31st March 2012, payable to each shareholder whose names appear on the Company's register of members as at 21st September 2012 and to authorize the directors of the Company (the "**Directors**") to take any necessary actions required under the applicable laws and regulations in connection hereto.

Special Business:

6. Appointment of Mr. Hari Om Agarwal as a Director of the Company:

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

"**RESOLVED THAT** Mr. Hari Om Agarwal who will be appointed as an Independent Director in this AGM by the Board of Directors of the Company and who ceases to hold office pursuant to Sec.260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a member under Sec 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company, liable to retire by rotation."

By Order of the Board of Director

Place: Delhi
Dated : 29.08.2012

(RAMA GUPTA)
Chairman

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

2. The Explanatory Statement pursuant to section 173(2) of the Companies Act,1956 in respect of business under Item No. 6 set out above be transacted at the meeting is annexed hereto & forms part of this Notice.

3. The Register of Member and Share Transfer Book of the Company will remain closed from the 22nd September, 2012 to 29th September 2012. (Both Days inclusive).

4. The dividend, if declared at the meeting, will be paid on or before Monday , **29th October, 2012** to those Members: (a) whose names appear as Beneficial Owners at the end of the business hours on, **the 21st September, 2012** in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the shares held in electronic form; and (b) whose names appear as Members on the Company's Register of Members after giving effect to valid Transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **21st September, 2012.**

5. Relevant documents referred in the accompanying Notice & Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11:00 A.M to 1.00 P.M up to the date of Annual General Meeting.

6. Members seeking any information or having queries with regards to accounts are requested to write the Company seven day in advance so as to enable the management to keep the information ready.

7. Members / proxies should bring their attendance slips duly completed for attending meeting.

8. Members are requested to notify any change in address, if any under their signatures to the Company at its registered office of the Company, quoting Folios Nos.

9. Members who hold shares in Dematerialized Form are requested to write their Client ID and DP ID number on the attendance slip for easy identification of attendance at the Meeting.

10. Shares of the Company are compulsorily traded in Demat mode. The Company has entered into an agreement with National Securities Depository Ltd. (NSDL) and Central Securities Depository Ltd. (CSDL) for Dematerlisation of shares.

11. As per SEBI direction for having Common Transfer Agency for physical as well as Demat mode, the Company has appointed M/s. Alankit Assignments Ltd., as R&TA for both modes.

12. A brief resume & other information, in respect of director seeking appointment at the Annual General Meeting, as required under Clause 49 of the Listing Agreement with the Stock Exchange are given hereunder.

A. Mr. Hari Om Agarwal

Date of Birth	:	03.01.1963
Date of Appointment	:	29th September 2012
Qualification	:	He is a Graduate.
Expertise in specific functional areas	:	He is expert in public relationship and having good skills to manage people.
Outside Directorships held	:	NIL
Outside committee positions held	:	NIL
Shareholding in the company	:	NIL

13. The Ministry of Corporate Affairs ("Ministry") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through Electronic Mode. In accordance with the recent circulars bearing No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry, Companies can now send various notices /documents including Annual Report to its shareholders through electronic mode, to the registered e-mail addresses of the shareholders.

It a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greater environment.

Pursuant to aforesaid Circular, Company has sent intimation to all shareholders, whose email address have been available to the company in the Beneficiary position received from the Depositaries to get their email IDs registered. Those shareholders who have not furnished their email ID to their respective Depositary Participants (DP) are requested to provide the same with their DP.

Please note that as a member of the company, you will be entitled to receive all such information in physical form, upon request at free of Cost.

By Order of the Board of Director

Place: Delhi
Dated : 29.08.2012

(RAMA GUPTA)
Chairman

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.
ITEM NO. 6

Mr. Hari Om Agarwal will be appointed as an Independent Director in this Annual General Meeting of the Company pursuant to section 260 of the Companies Act, 1956 & applicable provision of Article of Association. He will hold the office of the Director upto the Date of ensuing Annual General Meeting. He has received a notice pursuant to the section 257 of the Companies Act, 1956 in writing along with requisite deposit, proposing him as a candidate for the office of director of the Company, liable to retire by rotation.

Your Directors recommend the appointment for your approval.

Except Mr. Hari Om Agarwal no other director is concerned or interested in this resolution

By Order of the Board of Director

Place: Delhi
Dated : 29.08.2012

(RAMA GUPTA)
Chairman

DIRECTORS' REPORT

To,
The Members,
CCL INTERNATIONAL LIMITED

Your Directors have pleasure in presenting the 21st Annual Report with Audited Statement of Accounts of the Company for the year ended 31st March 2012.

Financial Results:

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

(Rs. In Lacs)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Sales & Other Income	7296.74	5394.16
Profit Before Depreciation , Interest & Tax	115.58	127.93
Interest & Depreciation	18.57	13.89
Profit/(Loss)Before Tax	97.01	114.04
Provision for Tax - Current	21.99	18.00
- Previous Year Tax Adjustment	16.08	0.00
- Deferred	(0.83)	(0.14)
Profit/(Loss) after Tax	91.93	96.18
Profit Brought Forward from Previous Year	194.28	98.10
Transfer from Amalgamating Company	10.84	0.00
Proposed Dividend	(47.98)	0.00
Corporate Dividend Tax (CDT)	(7.78)	0.00
Profit/Loss Carried to Balance Sheet	241.28	194.28

Performance Review :

During the year under review, your company achieved turnover of Rs 7296.74 Lacs as compared to Rs. 5394.16 Lacs in the previous year. Net profit after tax is Rs. 91.93 Lacs as compared to Net Profit of Rs. 96.18 Lacs in the previous year. During the year under review, there has been a rise of 35.27 % in the Turnover & slight fall of 4.42 % in the Net Profit after Tax. Your directors are exploring the possibilities for diversification and expansion of the business activities of the Company and are taking necessary steps accordingly.

Business Operations:

The Company is engaged in various Business such as Trading of Steel, Non-Ferrous Metals , Cements, Manufacturing of Insulators & apart from operating in trading business, the company is also engaged in

the fields of Infrastructure Business. During the year, Company has gone through a process of merger in which one of the Group Company namely: AAR Infrastructure Limited which was engaged in construction business has merged with CCL. Hence, the Company is also focused on expanding its horizons in Civil Construction Projects, Pipelines and Highways.

M/s. AAR Infrastructure limited was also promoted by same group of Management (Group Company) was also engaged in Civil Construction Projects and has received Work Orders against the tenders for the Construction of Roads, Site Clearance, Earth Work, Erosion Control and Drainage, Cross Drainage Work, Protection Work and Construction of Pavement etc. in the State of Meghalaya from the P.W.D. Roads, Meghalaya, Shillong, Government of Meghalaya. ***Thus, by virtue of amalgamation, the above mentioned tenders will be executed by Transferee Company i.e. CCL International Limited.***

Further, This Amalgamation enables consolidation & expansion of CCL which will ultimately contribute in furthering and fulfilling the objectives and Business Strategies of both the companies thereby accelerating growth, expansion and development of their business.

Adequacy of Internal Control System:

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

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

Financial Performance:

Operational Results, 2011-12 versus 2010-11: (Rs. in Lacs)

Particulars	2011-12	2010-11
Total Income	538.27	239.23
Interest & Financial Charges	108.01	47.86
Expenses	326.33	73.54
Depreciation	6.92	3.80
Total Expenditure	441.26	125.20
Profit before Tax(PBT)	97.01	114.03
Provision for Tax	5.08	17.86
Profit after tax (PAT)	91.93	96.18
Paid up Equity Capital	1919.26	660.96
Reserves & Surplus	1512.32	212.07
Earning per Share	0.10	1.46

Dividend:

Your Directors are pleased to recommend a dividend of Rs. 0.05 per equity share (2.5%) for the FY'12 amounting to Rs. 47, 98,150 for approval of the Members.

The dividend, if declared at the meeting, will be paid on or before Monday , **29th October, 2012** to those Members: (a) whose names appear as Beneficial Owners at the end of the business hours on , **the 21st** September, **2012** in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the shares held in electronic form; and (b) whose names appear as Members on the Company's Register of Members after giving effect to valid Transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **21st** September, **2012.**

Fixed Deposits:

Your Company has not accepted any deposits from public. There are no unclaimed or unpaid deposits as on 31st March, 2012.

Material Changes:

During the year, there are material changes incurred in the company which ultimately affecting the financial position of the company between the end of the financial year of your company to which balance sheet relates and the date of Directors' Report. During the year, Company has gone through a process of merger in which one of the group company namely: AAR Infrastructure Limited which was engaged in construction business has merged with CCL. Presently, the Company is engaged in the field of Real Estate Development with these objects company has diversified itself into various fields. ***By virtue of amalgamation, the Authorized Capital of the company after consolidation is increased from Rs. 8,00,00,000 to Rs. 33,00,00,000.*** And price per share and market cap of the company is also increased accordingly. The Amalgamation provided CCL substantial growth by increasing its market share and gaining access to additional Shareholders.

Hence, the amalgamation enable consolidation & expansion of CCL which will ultimately contribute in furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of their business.

During the year, Jaipur Stock Exchange approved the Delisting application of the company. Hence, the company is delisted from Jaipur Stock Exchange. As the securities of the company, continued to be listing at BSE, having nationwide trading terminals, the delisting approval will not be prejudicial to the investors.

Details of Directors seeking Re-appointment at the Annual General Meeting:
(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Anil Kumar	Mr. Mool Chand Garg
Date of Birth/ Age	02-11-1965/47 Yr.	57 Yr.
Date of Appointment	24-09-2010	24-09-2010
Qualifications	He is a law graduate and a fellow member of Institute of Chartered Accountants of India.	He is a graduate from a well reputed college.
Expertise in specific functional Area	He has 25 years of experience in this field. As a key financial expert, his participation in arrangement of funds/working capital, cost analysis of the projects together with the exploration of newer avenues of investment is instrumental in the growth of the Company.	He has a experience in revival & rehabilitation of sick Industries (Units).
Directorship held in other public Companies	M/s. Aishvarya Steels Limited	Nil
Committee Positions held in CCL	Audit Committee- Chairman	Audit Committee- Member Shareholder Grievances Committee- Member
Committee Positions in other Public Companies	Nil	Nil
Number of Shares held	58,75,000	Nil

Yours Directors recommends the appointment of Mr. Anil Kumar & Mr. Mool Chand Garg as a Director for your approval.

Auditors:

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

Auditors' Report:

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

Compliance with Accounting Standards:

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

Dematerialization of Share:

As the members are aware, your company's shares are tradable compulsorily in electronic form. Accordingly, your company has established connectivity with both the depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Members may avail the facility of dematerialization of company's shares on either of the Depositories as aforesaid.
The Company confirms that the annual custodian fees to the Depositories have been paid and is up to date.

Directors' Responsibility Statement:

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

i) That in the preparation of the accounts for the financial year ended 31st March, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures.

ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) That the Director have prepared the accounts for the Financial year ended 31st March, 2012 on 'going concern' basis.

Personnel:

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

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

Conservation of Energy, Technology Absorption:

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

Foreign Exchange Earnings and Outgo:

Foreign Exchange Earnings and Outgo: Nil

Corporate Governance:

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

Acknowledgement:

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

By Order of the Board of Director

Place: Delhi
Dated : 29.08.2012

(RAMA GUPTA)
Chairman

MANAGEMENT DISCUSSION & ANALYSIS REPORT

DISCLAIMER

Readers are cautioned that this discussion and analysis contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words "anticipate", believe", "estimate", intend, "will", and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward looking statements. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of performances or achievements and risks and opportunities could differ materially from those expressed or implied in such forward looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their date. The following discussion and analysis should be read in conjunction with the Company's financial statements included and notes thereto.

BUSINESS OPERATIONS

Your Company operates in trading business that relates to purchase and sale of different types of fabrics & fibers e.g. yarn, jute, Sofa Fabrics, Cotton Fabrics & Grey Clothes, Iron & Steels, Ferrous & Non- Ferrous metals and their products. Your Company has also amended its Objects Clause in the Memorandum of Association whereby inserting the objects of Construction and to Develop real estate such as Multistory Flats, Houses, Building and other properties , etc. by Virtue of Amalgamation.

REVIEW OF OPERATIONS

The Company during the period under review mainly concentrated on the trading business of different types of fabrics & ferrous. The Turnover during the period under review was Rs. 7296.74 Lacs and it earned a Profit after Tax of Rs. 91.93 Lacs for the period under review.

RESOURCES AND LIQUIDTY

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

OPPORTUNITIES

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

HUMAN RESOURCES

The Company has a team driven work process with completely flat organization structure. This not only helps us nurture leaders but also give us capable and assured colleagues at all levels.

VALUE CREATION

Your Company is continuously striving to create value in all spheres of its activities. This encompasses not only value for its customers but also for its stakeholders. The Company has adopted Accounting Standards incorporating international best practices and have moved towards transparency in its reporting .We will continuously endeavor to provide insight on the operation of the Company to aid all stakeholders.

By Order of the Board of Director

Place: Delhi
Dated : 29.08.2012

(RAMA GUPTA)
Chairman

CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) regulates Corporate Governance practices of companies listed on the Indian Stock Exchanges. These regulations are notified under Clause 49 of the Listing Agreements of all the Stock Exchanges in the country. They specify the standards that Indian companies have to meet and the disclosures that they have to make, with regards to Corporate Governances. CCL International Limited ('the company') has established systems and procedures to comply in letter and spirit with the provisions of Clause 49 of the Listing Agreement. This chapter, along with the chapters on Additional Shareholders information and Management Discussion and Analysis, Report Company's compliance in this regard.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to executing sustainable business practices and creating long-life value for all its stakeholders. To pursue this objective, the Company remains steadfast in its value systems that incorporate integrity, transparency and fairness across all its business activities.

The Company continues to focus on its commitments towards the development of the community where it operates. It has adopted best practices towards preserving the environment and adherence to the highest safety standards remains a focus area across all operations. Company's value systems are based on the foundation of fair and ethical practices in all its dealings with stakeholders including customers, vendors, contractors, suppliers and all other who are part of the Company's business value chain.

The Company is committed to taking business decisions that are ethical and in compliance with the applicable laws. By combining ethical principles with business acumen, the Company aims to maintain its leadership position.

Towards this end, all Directors and Senior Management are committed to the company's code of Conduct, the compliance to which is periodically reviewed.

2. BOARD OF DIRECTORS

Composition of the Board

The Board represents a healthy blend of knowledge and experience. The composition of the Board is as under:

Category	No. of Directors
Executive Directors	2
Non- Executive Directors	
-Independent Director	4
-Non Independent Director	1
Total	7

As on 31st March 2012, the Company's Board Comprised Seven directors, including Two Executive Directors & Five Non- Executive Directors, four of whom are also independent. The Chairman of the

Board is an Executive Director. All the Directors of the Company are entrusted with rich experience in a wide spectrum of functions including management & finance.

The composition of the Board is in conformity with Clause 49 of the listing agreement, which stipulates that 50 per cent of the Board should comprise Non- Executive Directors, and if the Chairman is Executive, one half of the Board should be independent.

As mandated by the Clause 49, the independent directors on the Company's Board:

- Apart from receiving Directors remuneration, do not have any material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its holding Company, its subsidiaries and associates which may affect independence of the Directors.
- Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.
- Have not been the executives of the Company in the immediate proceeding three financial years
- Are not partners or executives, or were not partners or executives, during the preceding three years of the:
  - Statutory audit firm or the internal audit firm that is associated with the Company
  - Legal firm(s) and consulting firm(s) that have a material association with the Company.
  - Are not material suppliers, service providers or customers or lessor or lessees of the Company which may affect independence of the Directors.
  - Are not substantial shareholders of the Company i.e. do not own two percent or more of the block of voting shares.
- Are not less than 21 years of Age.

During the course of year there was a change in the composition of the Board. Mrs. Sudha Gupta has resigned from the Directorship of the Company w.e.f. 22.08.2012.

As mandated by the Clause 49, None of the Directors are members of more than ten Board level committees of public limited Indian companies; nor are they chairman of more than five committees in which they are members.

During 2011-12, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors.

Composition, Category and Attendance of Directors at Board Meetings, Last Annual General Meeting (AGM) and number of other Directorships and Chairmanships/Memberships of Committees of each Director in Various Companies as on 31.03.2012.

S. No.	Name of the Directors	Category of Directorship	No. of Board Meetings Held	No. of Board Meetings attended	No. of committee Positions held in other Public Companies.		Last AGM Attended	Relationship Inter se
			14		Chairman	Member		
1.	Rama Gupta	Chairman & Managing Director	14	14	Nil	Nil	Yes	Related as Mother of Akash Gupta
2.	Anil Kumar	Promoter, Non-Executive Director	14	14	Nil	Nil	Yes	Related as husband of Smt. Rama Gupta & Father of Akash Gupta
3.	Akash Gupta	Promoter, Executive Director	14	09	Nil	Nil	Yes	Related as son of Smt. Rama Gupta
4.	Arvind Sharma	Non-Executive, Independent, Director,	14	08	Nil	Nil	Yes	Not related to any Director
5.	Krishan Kumar Sharma	Non-Executive, Independent, Director,	14	04	Nil	Nil	No	Not related to any Director
6.	Mool Chand Garg	Non-Executive Independent Director	14	05	Nil	Nil	No	Not related to any Director
7.	Sudha Gupta*	Non-Executive, Independent, Director,	14	0	Nil	Nil	No	Not related to any Director

* Sudha Gupta resigned from the Board w.e.f. 22.08.2012

Directors who join/ Resign the office during the Year ended 31st March 2012.

Name of the Directors	Category of Director	No. of Board Meetings attended	No. of other directorships in Limited Companies	Committee Membership	Committee Chairmanship	Last AGM Attended
Nil	Nil	Nil	Nil	Nil	Nil	NA

* Sudha Gupta resigned from the Board w.e.f. 22.08.2012

BOARD PROCEDURE

➢ **Meetings**

A Detail Agenda is sent to each Director in advance of Board and Committee meetings to enable the directors to discharge their responsibilities effectively. During the financial year 2011-12, the Board met **Fourteen Times**. The maximum time gap between any two meetings was not more than three months. The Meetings of the Board are held at Regd. Office of the company: 30, Bharti Artist Colony, Main Vikas Marg, New Delhi. During the year 2011-12, Fourteen Board meetings were held. The Board meet at least once in every quarter to review and approve the quarterly Financial results in compliance with Clause 41 of the Listing Agreement along with other items on the agenda. Additional Board meetings are held, as and when necessary. Requisite information has been placed before the Board for its consideration. The quorum was present in all the meetings. The Details of Board Meetings held during the Financial Year 2011-12 are given in following tables.

Number of Board Meetings held and the dates on which held

S.No	Date of Meeting	Total Members	Attended By
1.	17.04.2011	7	5
2.	30.05.2011	7	5
3.	09.06.2011	7	4
4.	07.07.2011	7	[illegible]
5.	30.07.2011	7	5
6.	10.08.2011	7	3
7.	06.09.2011	7	3
8.	12.10.2011	7	3
9.	07.11.2011	7	4
10.	15.12.2011	7	3
11.	07.01.2012	7	4
12.	31.01.2012	7	3
13.	14.02.2012	7	4
14.	23.03.2012	7	3

➢ **Reviews**

The Board regularly reviews inter-alia, industry environment, annual business plans, project implementation, Finance and operations, sales & marketing, major business segments, business opportunities including investments/ divestment, compliance process including material legal issues, strategy, risk management practices, approval of quarterly/half-yearly/annual results and compliance reports on all laws applicable. Senior executives are invited to provide additional inputs at the Board meetings for the items discussed by the Board of Directors, as and when required.

➢ **Minutes**

The draft minutes of the proceedings of the Board of Directors are circulated in advance and the observations, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman and signed at the subsequent meeting upon confirmation.

➢ **Follow-up**

The Company has an effective post meeting follow-up, review and reporting process for the decisions taken by the Board. The significant decisions of the Board are promptly communicated to the concerned departments. Action taken reports on decisions of the previous meeting(s) are placed at the immediately succeeding meeting for review by the Board.

COMMITTEE OF THE BOARD

To facilitate expedious decision making with focused attention on the affairs of the Company, the Board has constituted the following committees with distinct roles, accountabilities and authorities:

- Audit Committee
- Share Holders Greviances Committee
- Remuneration Committee

In addition, the Board also constitutes functional committees, from time to time, depending on the business needs. The terms of reference of the Committees are reviewed and modified by the Board from time to time. Meetings of each Committee are convened by the respective Committee Chairman. The Company Secretary prepares the agenda and explanatory notes, in consultation with the respective Committee Chairman and circulates the same in advance to all the members. Every member is free to suggest inclusion of item(s) on the agenda. Minutes of the Committee meetings are approved by the respective Committee and thereafter placed for noting and confirmation by the Board. The Company has an effective post meeting follow up, review and reporting process for the decisions taken by the Committees. The significant decisions are promptly communicated to the concerned departments/business units. Action taken report on decisions of the previous meeting(s) is placed at the immediate succeeding meeting for review
by the respective Committee.

(i) Audit Committee

The Board has a well constituted Audit Committee which is in accordance to Section 292A read with Clause 49 of Listing Agreement. The role, term of reference, authority and powers of the Audit Committee are in conformity with the requirements of The Companies Act, 1956 and listing agreement. The Audit Committee of the Company, inter-alia, provides assurance to the Board on the existence and adequacy of an effective internal control systems that ensures:-

- Efficiency and effectiveness of operations
- Safeguarding of assets and adequacy of provisions for all liabilities.
- Reliability of all financial and other management information and adequacy of disclosures.
- Compliance with all relevant statutes.

➢ Composition

The Audit Committee comprises of Five Members from whom three are Independent Directors & one is Executive Director. The Composition of Audit Committee during the Financial Year 2011-12 was as follows:

S.No	Name	Status	Category of Membership
1.	Anil Kumar	Chairman	Non-Executive Director
2.	Rama Gupta	Member	Executive Director
3.	Mool Chand Garg	Member	Non-Executive Independent Director
4.	Arvind Sharma	Member	Non-Executive Independent Director
5.	Krishan Kumar Sharma	Member	Non-Executive Independent Director

➢ **Terms of Reference**

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure correct, sufficient and credible financial information.
- Recommendation to the board the appointment, reappointment or replacement of statutory auditors and the setting of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with management, the annual financial information before submission to the Board for approval, with particular reference to:
  1) Matters required to be included in the Directors Responsibility Statement in the Board's report pursuant to clause(2AA) of Section 217 of the Companies Act
  2) Changes, if any, in accounting policies and practices and reasons for such changes
  3) Major accounting entries involving estimates based on the exercise of judgment by the Company's management
  4) Any significant adjustments made in the financial information arising out of audit findings
  5) Compliance with listing and other legal or regulatory requirements relating to financial information.
  6) Disclosure of any 'related party transactions as such term is defined in Accounting Standard 18 Related Party Transactions, issued by the Institute of Chartered Accountants of India; and
  7) Any qualification in the draft audit report.
- Reviewing, with management, the quarterly financial information before submission to the Board for approval
- Reviewing with management the performance of statutory auditors and the adequacy of the internal control systems of the Company.
- Having pre-audit discussions with the statutory auditors as to the nature and scope of audit, and post-audit discussions to ascertain any areas of concern
- Reviewing the Company's financial & risk management policies
- Carrying out any other functions as the board may from time to time refer to the Audit committee
- Reviewing the Management Discussion and Analysis of the financial conditions and results of operations.

➢ **Powers of Audit Committee**

Audit Committee shall have following powers:-

- To investigate any activity within its terms of reference
- To seek any information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if considered necessary.

➢ **Meetings and Attendance**

The Audit committee had met 5 times during the Financial Year 2011-2012. The attendance of the meetings is as under:

S.No	Name of the Director	No. of Meetings attended	Dates of Meetings
1.	Anil Kumar	5	30-05-2011 06-09-2011 07-11-2011 07-01-2012 14-02-2012
2.	Rama Gupta	5	30-05-2011 06-09-2011 07-11-2011 07-01-2012 14-02-2012
3.	Mool Chand Garg	3	30.05.2011 06-09-2011 14-02-2011
4.	Arvind Sharma	4	30-05-2011 07-11-2011 07-01-2012 14-02-2012
5.	Krishan Kumar Sharma	2	07-11-2012 07-01-2012

(ii) Shareholders/Investors Grievance Committee:

Company has a Share Transfer Committee consisting of Sh. Arvind Sharma as its Chairman, and other members being Smt. Rama Gupta , Mool Chand Garg & Sh. Krishan Kumar Sharma. This Committee is vested with full powers and authorities to look after share transfer as well as redressal of Investor's grievances. The Committee also oversees the performance of Registrar & Transfer Agent (demat mode) and recommends the measures for overall improvement in the quality of Investor services.

➢ **Composition**

The Shareholders/Investors Committee comprises of Four Members from whom three are Independent Director & one is Executive Director. The Composition of Share holders/Investors Committee during the Financial Year 2011-2012 was as follows:

S.No	Name	Status	Category of Membership
1.	Arvind Sharma	Chairman	Non-Executive, Independent Director
2.	Mool Chand Garg	Member	Non- Executive, Independent Director
3.	Rama Gupta	Member	Executive Director
4.	Krishan Kumar Sharma	Member	Non-Executive , Independent Director

➢ **Terms of Reference**

The Committee inter-alia, oversees and reviews all matters connected with transfer of shares, approve issue of duplicate and split of share certificates, redressal of shareholders'/ investors' complaints / grievances including transfer of shares, non-receipt of annual report etc. The Committee also reviews performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor services. With a view to expedite the process of share transfer etc., on fast track basis, the Board has delegated the powers of approving share transfer etc. to the legal & Secretarial department.

➢ **Meetings and Attendance**

The Shareholders Grievances Committee had met 5 times during the Financial Year 2011-2012. The attendance of the meetings is as under:

S.No	Name of the Director	No. of Meetings attended	Dates of Meetings
1	Arvind Sharma	5	30-05-2011 30-07-2011 07-11-2011 07-01-2012 23-03-2012
2.	Mool Chand Garg	2	30-05-2011 30-07-2011
3.	Rama Gupta	5	30-05-2011 30-07-2011 07-11-2011 07-01-2012 23-03-2012
4.	Krishan Kumar Sharma	3	07-11-2011 07-01-2012 23-03-2012

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

No. of Investors quarries/complained in the year 2011-12.	Pending at the end of year	No. of pending share transfer
NIL	NIL	NIL

(iii) **Remuneration Committee**

The Board constituted a Remuneration Committee pursuant to Clause 49 of Listing Agreement. The role, term of reference, authority and powers of the Remuneration Committee are in conformity with the requirements of Schedule XIII of The Companies Act, 1956 and listing agreement.

➢ **Composition**

The committee comprised of Three Directors from whom two are Independent one is Executive Director. The chairman of the Committee is a Non- Executive Independent Director nominated by the Board. The power and role of the remuneration Committee is as per guidelines set out in listing agreement.

The Composition of Remuneration Committee during the Financial Year 2011-2012 was as follows

S.No	Name	Status	Category of Membership
1	Krishan Kumar Sharma	Chairman	Non-Executive Independent Director
2	Arvind Sharma	Member	Non-Executive, Independent Director
3	Rama Gupta	Member	Executive Director

➢ **Terms of Reference**

The Broad terms of reference of the Remuneration Committee are:-

- Determining remuneration packages payable to Executive/ Managing Director of the Company.
- Determining remuneration packages payable to key managerial personnel of the Company.

➢ **Meetings and Attendance**

The Remuneration Committee had meet 2 times during the Financial Year 2011-2012. The attendances of the meetings are as under:

S.No	Name of the Director	No. of Meetings attended	Dates of Meetings
1	Krishan Kumar Sharma	2	07.11.2011 07.01.2012
2	Arvind Sharma	2	07.11.2011 07.01.2012
3	Rama Gupta	2	07.11.2011 07.01.2012

The Non- Executive Directors have not drawn any remuneration from the Company, except Mrs. Sudha Gupta has taken sitting fees of Rs. 12000 for attending the Board meeting.

The details of Remuneration paid to Director during the Financial Year ended 31st March 2011.

Name/age(Yrs)	Salary (Rs.)	Perquisites and other Benefits	Commission	Total (Rs.)
Akash Gupta (23)	4,80,000	1,20,000	NIL	600000/-

4. MANAGEMENT

A. The Management Discussion and Analysis Report.

The annual report has a detailed chapter on Management Discussion and Analysis.

B. Disclosures by Management to the Board.

The Company follows the accounting standards and guidelines laid down by the Institute of Chartered Accountants of India in preparation of its financial statements. No material, financial and commercial transactions were reported by the management to the Board, in which the management had any personal interest that either had or could have had a conflict with the interest of the Company at large. During the year under review no transaction of material nature has been entered into by the Company with its promoters, Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company. Transactions with related parties are disclosed in notes to accounts in the Annual Report. All transactions with group companies have been done at arm's length.

C. CEO/CFO Certification

The Certificate in compliance with Clause 49(V) of the Listing Agreement was placed before the Board of Directors.

5. SHAREHOLDERS INFORMATION

A. Disclosure Regarding Directors

During the year under review there was a change in the composition of the Board of Directors. The brief resumes of the Directors of the Company are given below.

Name	Age	Qualification	Experience
Rama Gupta	45 yrs	She is a Post Graduate in Master of Arts & B.Ed	She has over 10 years of experience in the area of Management & allied Field.
Akash Gupta	23 yrs	He has completed his B. Tech in Computer Science from a reputed institute of Greater Noida	He is expert in Public Relationship and has good skills to manage people.
Arvind Sharma	41 yrs	B. Tech in Civil Engineering	He is a person of Technical knowledge.
Krishan Kumar Sharma	66 yrs.	He is Post Graduate in Science (M.Sc)	He have a technical experience of managing Industries.
Anil Kumar	46 yrs	He is a Fellow Member of The Institute of Chartered Accountants of India (ICAI)	He has a experience of more than 24 years as a practicing as a Chartered Accountants. As a key financial expert, his participation in arrangement of funds/working capital, cost analysis of the projects.
Mool Chand Garg	52 yrs.	He done his graduation from a Reputed College.	He is expert in Public Relationship and has good communication skills to manage people. He has a experience in revival & rehabilitation of sick Industries (Units).

B. **Reappointment of Directors**

Mr. Anil Kumar (46) is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) He has a experience of more than 24 years as a Chartered Accountant.

Mr. Anil Kumar is liable to retire by rotation at forthcoming Annual General Meeting, who being eligible is reappointed as the director of the Company.

Mr. Mool Chand Garg (52) has a technical experience of Managing Industries.

Mr. Mool Chand Garg is liable to retire by rotation at forthcoming Annual General Meeting, who being eligible is reappointed as the director of the Company.

C. **Means of Communication**

The Company publishes its notices, quarterly and Annual Result in the Business Standard in English & Hindi. The quarterly financial results from time to time to the investors and analysts are submitted to the stock exchanges on which the Company's equity shares are listed, to enable them to put them on their respective websites.

The Financial Results are published in at least two widely circulated dailies, one in English and one in Hindi. In accordance with the circular issued by the Ministry of Corporate Affairs on the Green Initiatives and amendment in Clause 32 of the listing agreement with stock exchanges, the Company will send Annual Report containing inter-alia, Audited Financial Statements, Directors' Report, Auditors' Report, Management Discussion & Analysis Report, Corporate Governance Report including information for the Shareholders, other important information and Notice of the ensuing Annual General Meeting along with proxy forms electronically, who have opted for the same. Printed copy of the Chairman's Speech is distributed at the Annual General Meeting.

D. **Investor Grievances:**

The Investor grievance cell works under the Control & supervision of Share transfer Committee. The status of compliance is reported to Board of Directors through the minutes of Share Transfer Committee.

E. **Shares Transfer**

The Company has entered into an agreement with M/s. Alankit Assignments Ltd., Delhi to handle Share transfer for both physical as well as demat mode. All requests in demat mode are processed in 15 days as per stipulation of National Securities Depository Limited (NSDL) and Central Depository Services Limited (CSDL).

Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, on half yearly basis, certificates have been issued by a company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Further secretarial audit is done on a quarterly basis for reconciliation of share capital of the company.

F. **Disclosure of Non Compliance by the Company:**

The company has complied with all the requirements of regulatory authorities. There was no instance of non compliance or penalty strictures imposed on the Company by Stock Exchange or SEBI or any other statutory authority during the year under the review.

G. **General Body Meeting**

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

Year	Location	Date	Time
2008-09	30, Bharti Artist Colony, Main Vikas Marg, Delhi-92.	29th Sept.2009	3:30 P.M
2009-10	GGS Fast Food & Banquet, Plot-14, Laxmi Nagar, Delhi-92.	24th Sept.2010	10:00 A.M
2010-11	GGS Fast Food & Banquet, Plot-14, Laxmi Nagar, Delhi-92.	30th Sept.2011	10:00 A.M

H. **Details of Special Resolutions Passed In Previous Three Annual General Meetings**

The details of Special Resolutions passed in previous three Annual General Meetings are given us under:

Year	Description of Special Resolution	Date of Passing
2009-10	NIL	NIL
2010-2011	Appointment of Managing Director	24-09-2010
	Delisting of Equity Shares from JSE & ASE	24-09-2010
	Split of Equity Shares of company	24-09-2010
2011-12	NIL	NIL

I. **Details Of Resolutions Passed Through Postal Ballot In Last Three Years**

Year	Description of Resolution Passed	Date of Passing
2009-10	NIL	NIL
2010-11	NIL	NIL
2011-12	NIL	NIL

ADDITIONAL SHAREHOLDERS INFORMATION

ANNUAL GENERAL MEETING	
DATE	29th September 2012
TIME	11:30 A.M
VENUE	Plot No. 6C, Mandawali, Fazalpur, Delhi-92

Financial Calendar:

Financial Year: 1st April to 31st March

S.No.	Results	For Year 31st March 2012 were announced on	For Year 31st March 2013 announced/ will be announced on #
A	First Quarter	30th July 2011	1st August 2012
B	Second Quarter	7th November, 2011	2nd Week of November 2012
C	Third Quarter	31st January 2012	2nd Week of February 2013
D	Fourth Quarter	14th May 2012	2nd week of May 2013
E	Annual General Meeting	30th September 2011	30th September 2013

within 45 days of the end of the quarter as per latest clause 41 of the Listing Agreement

Book Closure

The Book Closure period is from 22nd September, 2012 to 29th September 2012. (Both days inclusive)

Dividend

The Directors are pleased to recommend a dividend of 0.05 per equity share (2.5%) for the FY'12 amounting to 4798150 for approval of the Members.

The dividend, if declared at the meeting, will be paid on or before Monday , **29th October, 2012** to those Members: (a) whose names appear as Beneficial Owners at the end of the business hours on , **the 21st** September, **2012** in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the shares held in electronic form; and (b) whose names appear as Members on the Company's Register of Members after giving effect to valid Transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **21st** September, **2012.**

Listing on Stock Exchange

The Company's equity shares are listed on

The Bombay Stock Exchange Ltd. Script Code: 531900
Delhi Stock Exchange Association Limited
The Stock Exchange, Ahmedabad

The ISIN Number (Demat) on NSDL and CSDL is INE778E01023

Stock Data: Available at BSE.

Year 2011-12	BSE		
Months	High (Rs.)	Low (Rs.)	Volume of Shares Traded (Nos.)
April 2011	9.59	7.34	89400
May 2011	8.31	6.25	155250
June 2011	7.51	5.43	109500
July 2011	7.94	5.83	223070
August 2011	11.51	2.02	1277935
September 2011	15.20	13.50	230291
October 2011	18.93	14.26	262935
November 2011	19.60	15.00	819050
December 2011	19.75	15.65	355530
January 2012	28.50	14.65	4008589
February 2012	47.00	28.45	2356908
March 2012	44.85	36.25	2120288

Distribution of Shareholding of CCL International Limited

➢ Pre Merger Shareholding Pattern of CCL (Transferee Company)

S.No	Category	No. of Shares Held	%age of Shareholding
A	**Promoters Holding**		
1.	**Promoters**		
	• Indian Promoters	78,57,634	23.21
	• Foreign Promoters	-	-
	• Person acting in Concert	-	-
	SUB- TOTAL (A)	**78,57,634**	**23.21**
B	**Non- Promoters Holding**		
	Institutional Investors		
	• Mutual Funds and UTI	-	-
	• Banks, Financial Institutions	-	-
	• Insurance companies, central/state Govt. Institutions/Non-Government Institutions	-	-
	• FII's	-	-
	SUB- TOTAL (B)	-	-
C	**Others**		
	• Private Body Corporate	12434233	36.72
	• Indian Public	13560133	40.05
	• NRIs (Including Foreign Company)	8500	0.03
	SUB-TOTAL (C)	**26002866**	**76.79**
	TOTAL (A+B+C)	**33860500**	**100**

➢ Pre Merger Shareholding Pattern of AAR (Transferor Company)

S.No	Category	No. of Shares Held	%age of Shareholding
A	**Promoters Holding**		
1.	**Promoters**		
	• Indian Promoters	7023000	28.12
	• Foreign Promoters	-	-
	• Person acting in Concert	-	-
	SUB- TOTAL (A)	**7023000**	**28.12**
B	**Non- Promoters Holding**		
	Institutional Investors		
	• Mutual Funds and UTI	-	-
	• Banks, Financial Institutions	-	-
	• Insurance companies, central/state	-	-

	Govt. Institutions/Non-Government Institutions	-	-
	• FII's	-	-
	SUB- TOTAL (B)	-	-
C	**Others**		
	• Private Body Corporates	457500	1.83
	• Indian Public	17495500	70.05
	• NRIs (Including Foreign Company)	0.00	0.00
	SUB-TOTAL (C)	**17953000**	**71.88**
	TOTAL (A+B+C)	**24976000**	**100**

➢ **Post Merger Shareholding Pattern of CCL (Transferee Company)**

S.No	Category	No. of Shares Held	%age of Shareholding
A	**Promoters Holding**		
1.	**Promoters**		
	• Indian Promoters	28212634	29.40
	• Foreign Promoters	-	-
	• Person acting in Concert	-	-
	SUB- TOTAL (A)	28212634	29.40
B	**Non- Promoters Holding**		
	Institutional Investors		
	• Mutual Funds and UTI	-	-
	• Banks, Financial Institutions	-	-
	• Insurance companies, central/state Govt. Institutions/Non-Government Institutions	-	-
	• FII's	-	-
	SUB- TOTAL (B)	-	-
C	**Others**		
	• Private Body Corporates	12094233	12.60
	• Indian Public	55647633	57.99
	• NRIs (Including Foreign Company)	8500	0.01
	SUB-TOTAL (C)	**67750366**	**70.60**
	TOTAL (A+B+C)	**95963000**	**100**

Distribution of Shareholding as on 31st March 2011

S.No	Range of Shares	No of Share Holders	% of Share Holders	No of Shares Held	% of Share holding
1.	Upto 5000	1240	58.57	1063390	1.109
2.	5001-10000	42	1.98	302586	0.315
3.	10001-50000	506	23.90	12773917	13.311
4.	50001-100000	185	8.74	13305596	13.865
5.	100001-and above	144	7.43	68517511	71.400
	Total	**2117**	**100.00**	**95963000**	**100.000**

Shares held in Dematerialized and Physical Form

The Shares of the Company are traded compulsory in demat. As on the date of report 9, 12, 57,750 shares of the Company aggregating 95.10% of the total Equity Capital is held by shareholders in dematerialized mode. Remaining 47, 05,250 Shares representing 4.90% held in physical form.

Outstanding GDR/ADRs/ Warrants or convertibles Instruments: Not applicable.

Address for correspondence:

i) Registrar (for Demat mode)
Alankit Assignment ltd.
2E/21, Alankit House, Jhandwalan Extn.
Delhi-110055.
Ph. 011-24541234, 23541234.

ii) Company (For general assistance)
CCL International Limited
Regd Office:
30, Bharti Artist Colony,
Main Vikas Marg, Delhi-92.
Ph. 011-43020300, 43020318
Fax: 011-22424291
Corporate Office:
C-42, R.D.C, Raj Nagar,
Ghaziabad-201002

Chairman's Declaration

I, Rama Gupta, Chairman of CCL International Limited declare that all Board members and senior management personnel have affirmed compliances with the code of conduct for Board and Senior Management Personnel for the Year ended March 31, 2012.

Date : 29.08.2012
Place: Delhi

RAMA GUPTA
Chairman

CERTIFICATE ON CORPORATE GOVERNANCE

As required by clause 49 of the Listing Agreement, the Certificate on Corporate Governance is given as annexure to the Directors' Report.

ANNEXURE TO THE DIRECTOR'S REPORT
TO THE MEMBERS OF CCL INTERNATIONAL LTD.

We have examined the compliance of conditions of Corporate Governance by CCL International Ltd, for the year ended on 31st March 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Managements, we certify that the Company has complied the Corporate Governance as stipulated in the above-mentioned listing Agreement.

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

For VIDYA & COMPANY
Chartered Accountants
Firm No. 308022E

Date : 29.08.2012
Place : Delhi

(S.P. AGARWAL)
PARTNER
M No.088663

AUDITOR REPORT

To,
The Members,
CCL INTERNATIONAL LIMITED
New Delhi

1. We have audited the attached Balance Sheet of ***CCL INTERNATIONAL LIMITED***, as at 31st March 2012 and also the Profit & Loss Account and Cash Flow Statement for the year ended on that annexed thereto. These Financial Statements are the responsibility of the company's management. Our responsibility is to express an opinion of these Financial Statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether financial statements are free of material misstatement. An audit include examine on a test basis , evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by the management. As well as evaluating the overall financial statement presentation. We believe the our audit provides a reasonable basis for our opinion.

3. As required by the companies (Auditor's Report) Order 2003 , issued by the Department of Company Affairs in terms of sub Section (4A) of section 227 of the Companies Act , 1956 , we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

4. Further to our comment in paragraph 3 above, we report that:-

   a. We have obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purpose of our audit.

   b. In our opinion, proper books of accounts, as required by law have been kept by the company, so far as appears from our examination of such books.

   c. The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with books of accounts.

   d. In our opinion, the Balance Sheet and Profit & Loss Account comply with the Accounting Standards referred to in Sub – Section (3C) of Section 211 of the Companies Act, 256.

   e. On the basis of written representation received from the directors and taken on the record by the Board of Directors, we report that none of director is disqualified as on 31st March 2012 from being appointed as director in terms of section 274(1) (g) of the Companies Act , 1956.

f. In our Opinion and to the best of our information and according to explanations given to us the said account read with the Notes there to , give the information required by the Companies Act , 1956 in the manner as required and give a true and fair view in conformity with the accounting principles generally accepted in India :-

(a) In the case of Balance Sheet , of the state of affairs of the Company as at 31st March 2012.

(b) In case of the Profit & Loss Account of the Profit of the Company for the year ended on that date.

(c) In case of Cash Flow Statement, of the cash flow of the company for the year ended on that date.

For VIDYA & COMPANY
Chartered Accountant
Firm No. 308022E

Date : 29.08.2012
Place : Delhi

(S.P. AGARWAL)
PARTNER
M No. 088663

ANNEXURE TO THE AUDITOR'S REPORT

ANNEXURE

Annexure referred to in paragraph 3 of the Auditor's Report of even date to the Members of CCL INTERNATIONAL LIMITED. On the accounts for the year ended 31st March 2012.

1.(a) The Company has maintained proper records showing full particulars including quantitative details and situations of Fixed Assets.

(b) As per the information and explanations given to us, there is a phased program of physical verification of fixed assets adopted by company and no material discrepancies were noticed on such verification. in our opinion, the frequency of verification is reasonable, having regard to the size of the company and nature of its business.

(c) Based on our scrutiny of records of the company and the information and explanations received by us, we report that there was no substantial sale of fixed Assets during the financial year ended on 31.03.2012. Hence, the Going Concern Assumption of the company is not affected.

2.(a) As per the information furnished, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, having regard to the nature and location of stocks, the frequency of physical verification is reasonable.

(b) In our opinion, and according to the information ad explanations given to us, procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company is maintaining proper records of inventories. In our opinion, the discrepancies verification of stocks were not material in relation to the operation of company and the same have been properly dealt with in the books of accounts.

3.(a) The company has not granted any loan, secured or unsecured to companies, firms or other Parties covered in the register under section 301 of the Act.

(b) The company has not taken unsecured loan from parties covered in the register Maintain Under section 301 of the companies Act 1956.

(c) As per information given to us, unsecured loan taken by the company from parties covered in the register maintained under section 301 of the companies Act,1956 are interest free and other terms and conditions loan taken by the company are prima facie not prejudicial to the interest of the Company.

(d). As per the information and explanation given to us, the company is regular in payment of principal.

4. In our opinion and according to information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regards to purchase of stores and fixed assets and for the sale of shares/debentures. During the course of our audit, no major weakness had been noticed in the internal controls.

5.(a) Based on the audit procedure applied by us and according to the information and explanation provided by the management, we are of the opinion all transactions that need to be entered into the register maintained under section 301 of the Act have been so entered.

(b) Based of the information and explanations given to us , it is our opinion that these transactions have been made at reasonable process having regards to the prevailing market price.

6. Based on our scrutiny of the company's record and according to the information and explanations provided by the management, the company has not accepted any deposits so far up to 31.03.2012.

7. In our opinion, the company has an internal audit system commensurate with the size of the company and the nature of business.

8. We have been informed by the management, no cost records have been prescribed under section 209(1)(d) of the Companies Act , 1956.

9.(a) According to the information and explanations given to us and records examined by us, the company is regular in deposition, with the appropriate authorities, undisputed statutory dues including Income Tax, Wealth Tax, Cess and other statutory dues, applicable to it.

(b) According to information and explanations given to us , no undisputed amount payable in respect of income tax, wealth tax , cess and other statutory dues were outstanding as at 31st March 2012 for a period of more than six months from the date they became payable.

(c) There are no dues of Sales tax, Income tax / Wealth Tax, Excise duty/ Cess, which have been deposited on account of any dispute.

10. The Accumulated losses of the company are not more than fifty percent on its net worth at the end of the financial year. The Company has not incurred any cash loss during the financial year covered by our audit and immediately Proceeding financial year.

11. Based on our audit procedure and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to financial institutions or banks or debentures holders as the company has paid all outstanding during the year.

12. Based on our examination of the records and information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares , debentures and other securities.

13. The Company has maintained proper records of transactions and contracts in respect of trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, debenture and other investments have been held by the Company in its own name except to the extent of exemption granted under section 49 of the Act.

14. Based on our examination of the records and information and explanations given to us, the Company has not given guarantee for loans taken by others from banks or financial institutions.

15. According to the records of the company, no term loan has been obtained by the company. Hence comment under the clause is not called for. According to the information and explanations given to us and on an overall explanation of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investment by the company.

16. The company has not made any preferential allotment of shares during the year.

17. There are no secured debentures outstanding as at the year end.

18. The company has not raised any money by public during the period covered by our report. To the best of our knowledge and belief an according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

19. The company has not issued any secured debentures during the year.

20. The company has not raised any money by public during the period covered by our Report.

21. According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For VIDYA & COMPANY
Chartered Accountant
Firm No. 308022E

(S.P. AGARWAL)
PARTNER
M No. 088663

Date : 29.08.2012
Place : Delhi

CCL INTERNATIONAL LIMITED

Regd. Office : 30, BHARTI ARTIST COLONY, MAIN VIKAS MARG, NEW DELHI 110 092

BALANCE SHEET AS AT 31ST MARCH' 2012

	Particulars	Note No.	2011-12	2010-11
I.	**EQUITY AND LIABILITIES**		In Rs.	In Rs.
1	**Shareholders' funds**			
	(a) Share capital	1	191,926,000	66,096,000
	(b) Reserves and surplus	2	151,232,252	21,206,958
	(c) Money Received Against Share Warrants		-	-
2	**Share application money pending allotment**		-	-
3	**Non-current liabilities**			
	(a) Long-term borrowings	3	23,047,405	-
	(b) Deferred tax liabilities (Net)		-	-
	(c) Other long term liabilities		-	-
	(d) Long term provisions		-	-
4	**Current liabilities**			
	(a) Short term borrowings	4	103,082,013	40,862,641
	(b) Trade payables	5	112,149,991	21,650,560
	(c)Other current liabilities	6	17,525,040	446,381
	(d)Short-term provisions	7	7,775,100	1,800,000
	TOTAL		**606,737,800**	**152,062,539**
II.	**ASSETS**			
1	**Non-current assets**			
	(a) Fixed assets	8		
	(i) Tangible assets		95,793,438	44,361,425
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	Less: Accumulated Depreciation		2,304,611	1,612,498
	Net Block		93,488,827	42,748,927
	(b) Non- Current Investments	9	256,200	6,330,746
	(c) Deferred Tax Assets (net)		149,184	66,970
	(d) Long-term loans and advances	10	74,077,558	13,879,366
	(e) Other Non - current assets	11	752,631	-
2	**Current assets**			
	(a) Current Investment		-	-
	(b) Inventories	12	69,470,174	9,811,780
	(c) Trade receivables	13	94,362,248	28,615,794
	(d) Cash and cash equivalents	14	94,687,370	17,284,982
	(e) Short-term loans and advances	15	179,145,454	33,323,974
	(f) Other current assets	16	348,155	-
	TOTAL		**606,737,800**	**152,062,539**
	Significant Accounting Policies & Notes on Accounts	25		

As per Our report of even date attached

FOR VIDYA & CO.
Chartered Accountants

For and on behalf of the Board of
CCL International Limited

(S.P. AGARWAL)	RAMA GUPTA	ANIL KUMAR	AKASH GUPTA
Partner	(Managing Director)	(Director)	(CEO)

M No. 088663
Firm No. 308022E
Place : Delhi
Dated : 29.08.2012

CCL INTERNATIONAL LIMITED

Regd. Office : 30, BHARTI ARTIST COLONY, MAIN VIKAS MARG, NEW DELHI 110 092

STATEMENT OF PROFIT & LOSS A/C FOR THE YEAR ENDED ON MARCH' 2012

	Particulars	Note No.	2011-12	2010-11
I.	**Revenue from operations**	17	719,912,585	526,086,223
II.	**Other income**	18	9,761,452	13,329,622
III.	**Total Revenue (I + II)**		**729,674,037**	**539,415,845**
IV.	**Expenses:**			
	Cost of materials consumed	19	4,769,918	-
	Purchase of Stock in Trade	20	730,735,132	489,833,994
	Change in inventory of Finished Goods, WIP & Stock in Trade	21	(59,658,393)	25,658,464
	Employee benefits expense	22	5,815,082	4,285,032
	Finance costs	23	10,801,725	4,785,565
	Depreciation and amortization expense		1,040,268	380,119
	Other expenses	24	26,469,713	3,069,250
	Total expenses		**719,973,445**	**528,012,423**
V.	**Profit before exceptional and extraordinary items and tax (III-IV)**		**9,700,592**	**11,403,421**
VI.	Exceptional & Extraordinary items		-	-
VII.	**Profit before tax (V - VI)**		**9,700,592**	**11,403,421**
VIII.	**Tax Expenses:**			
	(1) Provision for Current tax		2,198,570	1,800,000
	(2) Previous year tax adjustment		(1,607,657)	-
	(3) Provision for Deferred tax		(82,973)	(14,201)
IX	**Profit After Tax**		**9,192,652**	**9,617,623**
X	Earnings per share:			
	Basic & Diluted		0.10	1.42
	Significant Accounting Policies & Notes on Accounts	25		

As per Our report of even date attached

FOR VIDYA & CO.
Chartered Accountants

For and on behalf of the Board of
CCL International Limited

(S.P. AGARWAL)
Partner
M No. 088663
Firm No. 308022E

RAMA GUPTA
(Managing Director)

ANIL KUMAR
(Director)

AKASH GUPTA
(CEO)

Place : Delhi
Dated : 29.08.2012

NOTE 1

Share Capital

	2011-12		2010-11	
	Number	Amount	Number	Amount
Authorized				
Equity Shares of Rs.2 each	165,000,000	330,000,000	-	-
Equity Shares of Rs.10 each	-	-	8,000,000	80,000,000
Issued				
Equity Shares of Rs. 2 each	95,963,000	191,926,000	-	-
Equity Shares of Rs. 10 each	-	-	6,772,100	67,721,000
Subscribed & Paid up				
Equity Shares of Rs. 2 each	95,963,000	191,926,000	-	-
Equity Shares of Rs. 10 each	-	-	6,772,100	67,721,000
Less: Calls Unpaid	-	-	-	1,625,000
Total	95,963,000	191,926,000	6,772,100	66,096,000

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	2011-12		2010-11	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of year (Rs.10 Each)	-	-	6,772,100	67,721,000
Shares outstanding at the beginning of year (Rs.2 Each)	33,860,500	67,721,000	-	-
Shares Issued during the year (Rs. 2 Each)	62,102,500	124,205,000	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year (Rs. 10 Each)	-	-	6,772,100	67,721,000
Shares outstanding at the end of the year (Rs. 2 Each)	95,963,000	191,926,000	-	-

Shares in the company held by each shareholder holding more than 5 percent shares

Name of Shareholder	2011-12		2010-11	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Akash Gupta	5,582,750	5.82	122,300	1.81
Mrs. Rama Gupta	5,286,250	5.51	41,500	0.61
Tanvi Fincap Pvt. Ltd.	8,288,634	8.64	726,210	10.72
Total	**19,157,634**	**19.97**	**890,010**	**13.14**

Shares issued for other than cash, Bonus issue and Shares bought back

	Year	Shares issued pursuant to contract(s) other than for cash		Shares Issued by way of Bonus	Shares Bought Back
	2011-12	Pursuant To merger of the Company with AAR Infrastructure Limited the Company has issued 62102500 equity shares of Rs. 2 each to the shareholders of AAR Infrastructure Limited.		-	-
	2010-11	-	-	-	-
	2009-10	-	-	-	-
	2008-09	-	-	-	-
	2007-08	-	-	-	-

The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has one class of equity shares having a par value of Rs.2 per share (Previous Year Rs.10 Per Share). The Company has splitted One Share of Rs. 10 each into Five Shares of Rs.2 each during the year. Each shareholder is eligible for one vote per share held. The Dividend proposed by the BOD is subject to the approval of shareholders in the ensuing AGM. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the company after distribution of all preferential amount in the proportion to their shareholding.

Reserves and Surplus

NOTE 2

	2011-12 (in Rs.)	2010-11 (in Rs.)
A) Securities Premium Reserve		
Opening Balance	-	-
Add : Securities premium credited on Merger	70,000	-
Less : Premium Utilized for various reasons		
Premium on Redemption of Debentures	-	-
For Issuing Bonus Shares	-	-
Closing Balance	**70,000**	-
B) State Investment Subsidy		
Opening Balance	1,779,500	1,779,500
Add : Received During the Year	-	-
Less : Transferred to General Reserve	1,779,500	-
Closing Balance	-	**1,779,500**
C) General Reserve		
Opening Balance	-	-
Add: Transferred during the Year		
From AAR Infrastructure on account of Merger	125,255,000	-
From State Investment Subsidy	1,779,500	-
Less: Written off during the Year	-	-
Closing Balance	**127,034,500**	-
D) Surplus		
Opening balance	19,427,458	9,809,835
(+) Net Profit/(Net Loss) For the current year	9,192,652	9,617,623
(+) Transfer from AAR Infrastructure on account of Merger	1,084,172	-
(-) Proposed Dividends	4,798,150	-
(-) Corporate Dividend Tax	778,380	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	**24,127,752**	**19,427,458**
Total	**151,232,252**	**21,206,958**

Long Term Borrowings

NOTE 3

	2011-12 (in Rs.)	2010-11 (in Rs.)
Term Loans		
From Banks		
Secured (Refer Note A below)	**161,830**	-
Unsecured	-	-
From Other Parties		
Secured [Refer Note B(1) to B(6) below]	**22,885,575**	-
Unsecured	-	-
Total	**23,047,405**	-

Note A: Loan from HDFC Bank of Rs. 2,74,342/-, out of which Rs.1,12,512/- is Current is secured by way of Hypothecation of Vehicle amounting to Rs. 5,08,220/-. Rate of Interest being 12.51% (Fixed) p.a. Repayable 36 Monthly Installments of Rs.11,710/- each ending on June 7, 2014.

Note B(1): Loan from L & T Finance Limited of Rs. 34,48,000/- @ 11.80% p.a., (out of which Rs.15,49,460/- is Current) is secured by way of Hypothecation of certain Plant & Machinery (Forklane) and Personal Guarantee by Directors. Repayble in EMI ending on March 5, 2014.

Note B(2): Loan from L & T Finance Limited of Rs. 2,17,00,000/-@13.00% p.a., (out of which Rs.73,61,370/- is Current) is secured by way of Hypothecation of certain Plant & Machinery(Writger. Recycler/Stabliser) and Personal Guarantee by Directors. Repayable in EMI ending on March 5, 2014.

Note B(3): Loan from L & T Finance Limited of Rs. 10,76,000/- @ 13.59%, (out of which Rs.4,78,850/- is Current) is secured by way of Hypothecation of certain Plant & Machinery(Tipper) and Personal Guarantee by Directors. Repayable in EMI ending on March 5, 2014.

Note B(4): Loan from L & T Finance Limited of Rs.14,40,000/- @ 11.05%, (out of which Rs.7,12,971/- is Current) is secured by way of Hypothecation of certain Plant & Machinery(JCB Compector) and Personal Guarantee by Directors. Repayable in EMI ending on Feb 01, 2014.

Note B(4): Loan from L & T Finance Limited of Rs.14,49,000/- @ 10.67%, (out of which Rs.7,30,464/- is Current) is secured by way of Hypothecation of certain Plant & Machinery(JCB Compector) and Personal Guarantee by Directors. Repayable in EMI ending on Feb 10, 2014.

Note B(5): Loan from L & T Finance Limited of Rs. 31,79,200/- @ 12.25%, (out of which Rs.15,64,886/- is Current) is secured by way of Hypothecation of certain Plant & Machinery(JCB Machines) and Personal Guarantee by Directors. Repayable in EMI ending on Feb 1, 2014.

Note B(5): Loan from ICICI Finance Limited of Rs. 42,88,000/- @ 12.65%, (out of which Rs.13,08,552/- is Current) are secured by way of Hypothecation of certain Plant & Machinery(Tippers) and Personal Guarantee by Directors. Repayable in EMI ending on Feb 15, 2015.

Short Term Borrowings

NOTE 4

	2011-12 (in Rs.)	2010-11 (in Rs.)
(a) Loan Repayable on Demand		
From Banks		
Secured [Refer Note A(1) to A(3) below]	21,934,263	13,609,502
Unsecured		-
From Other Parties		
Secured (Refer Note B below)	81,147,750	-
Unsecured (Refer Note C below)	-	1,550,000
	103,082,013	15,159,502
(b) Deposits		
Secured	-	-
Unsecured	-	-
	-	-
(c) Loan & Advances from Related Parties		
Secured	-	-
Unsecured (Refer Note C below)	-	25,703,139
	-	25,703,139
(d) Other Loan & Advances		
Secured	-	-
Unsecured	-	-
	-	-
TOTAL	103,082,013	40,862,641

Related Party Transaction

	2011-12 (in Rs.)	2010-11 (in Rs.)
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Company Under Same Management	-	25,703,139
Private Company in which director is a member	-	-
	-	25,703,139

*Either severally or jointly

Note A(1): Cash Credit of Rs. 16,51,439/- from Oriental Bank of Commerce is secured by way of Hypothecation of Stock of the company on First Charge basis and collateral security of certain lands of the company.

Note A(2): Bank overdraft of Rs.2,02,82,824.34/- from State Bank of India secured by way of FDR of Rs.2,25,40,228/-.

Note A(3): Bank Overdraft Rs. NIL (March 31,2011: Rs. 1,36,09,502) from IDBI Bank is secured by way of FDR of Rs. 1,00,11,000/- (March 31, 2011: Rs. 1,48,18,450/-).

Note B: Advance from PWD (Meghalaya) of Rs.8,11,47,750/- against ongoing project is secured by way of Bank Guarantee. Advance is adjustable to the extent of 25% of the project work completed & at Interest of 6.50% p.a.

Note C: Unsecured Loan includes:

(1) Loan of amount NIL (March 31,2011: Rs. 15,50,000/-) from Western Education Promoters Limited repayable on demand

(1) Loan of amount NIL (March 31,2011: Rs. 2,57,03,139/-) from AAR Infrastructure Limited repayable on demand.

Trade Payables

NOTE 5

	2011-12 (in Rs.)	2010-11 (in Rs.)
Trade Payable for goods	111,335,907	21,650,560
Trade Payable for direct expenses	814,084	0
Total	**112,149,991**	**21,650,560**

Other Current Liabilities

NOTE 6

	2011-12 (in Rs.)	2010-11 (in Rs.)
(a) Current maturities of long-term debt (Refer Note 3)	13,807,137	-
(b) Current maturities of Finance Lease Obligations	-	-
(c) Interest accrued but not due on borrowings	-	-
(d) Interest accrued and due on borrowings	-	-
(e) Income received in advance	-	-
(f) Unpaid Dividends	-	-
(g) Other payable:		
Govt. Dues/Statutory Liabilities	2,714,329	70,166
Expenses Payable	1,003,574	376,215
Outstanding Liability	-	-
Total	**17,525,040**	**446,381**

Short Term Provisions

NOTE 7

	2011-12 (in Rs.)	2010-11 (in Rs.)
(a) Provision for Employee Benefits		
Salary & Reimbursements	-	-
(b) Others:		
Provision for Tax	2,198,570	1,800,000
Proposed Dividend & Dividend Tax	5,576,530	
Total	**7,775,100**	**1,800,000**

Fixed Assets

NOTE 8

	Particulars	Gross Block					Accumulated Depreciation					Net Block	
		Balance as at 1 April 2011	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31 March 2012	Balance as at 1 April 2011	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2012	Balance as at 1 April 2011	Balance as at 31 March 2012
a	**Tangible Assets**												
	Lease Hold Land	25304535.00	0.00	0.00	0.00	25304535.00	0.00	0.00	0.00	0.00	0.00	25304535.00	25304535.00
	Free Hold Land	7143660.00	(715000.00)	0.00	0.00	6428660.00	0.00	0.00	0.00	0.00	0.00	7143660.00	6428660.00
	Buildings	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Plant and Equipment	9060360.40	49737084.00	17453.00	0.00	58814897.40	0.00	91399.00	0.00	0.00	91399.00	9060360.40	58723498.40
	Furniture and Fixtures	316895.00	31580.00	206486.00	0.00	554961.00	171243.00	66125.00	0.00	0.00	237368.00	145652.00	317593.00
	Vehicles	1708108.00	2048260.00	0.00	0.00	3756368.00	1054731.00	411566.00		0.00	1466297.00	653377.00	2290071.00
	Office equipment	321596.00	34650.00	0.00	0.00	356246.00	109102.00	29984.00			139086.00	212494.00	217160.00
	Computer	506270.34	71500.00	0.00	0.00	577770.34	277422.00	93039.00	0.00	0.00	370461.00	228848.34	207309.34
	Total	44361424.74	51208074.00	223939.00	0.00	95793437.74	1612498.00	692113.00	0.00	0.00	2304611.00	42748926.74	93488826.74
b	**Capital Work In Progress**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	-	-	-	-	-	-	-	-	-	-	-	-

Non-Current Investments

NOTE 9

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
(a) Investment in Equity instruments	256,200	6,330,746
(b) Investments in preference shares	-	-
(c) Investments in Government or Trust securities	-	-
(d) Investments in Debentures or Bonds	-	-
(e) Investments in Mutual Funds	-	-
(f) Investments in partnership firms*	-	-
(g) Other non-current investments (specify nature)	-	-
Total (A)	256,200	6,330,746
Less : Provision for diminution in the value of Investments	-	-
Total	256,200	6,330,746
Particulars	**2011-12 (in Rs.)**	**2010-11 (in Rs.)**
Aggregate amount of quoted investments (Market value of Rs. 3058 (Previous Year Rs. 10949092)	3058	10949092
Aggregate amount of unquoted investments (Market value of Rs. 250000 (Previous Year Rs. 600000)	250000	600000

Details of Non-Current Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount		Basis of Valuat -ion
			2011-12	2010-11			2011-12	2010-11	2011-12	2010-11	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
(a)	**Investment in Equity Instruments**										
	Omaxe Limited	Other	20	20	Quoted	Fully paid	-	-	6200.00	6200.00	As per AS-13
	Patliputra Credit & Securities Limited	Other	250000	0	Unquoted	Fully paid	-	-	250000.00	0.00	As per AS-13
	Era Infra Engg. Limited	Other	-	58040	Quoted	Fully paid	-	-	0.00	5974546	As per AS-13
	AAR Infrastructure Limited	Other	-	135000	Unquoted	Fully paid	-	-	0.00	300000.00	As per AS-13
	Saru Precision Wires Private Limited	Other	-	1000	Unquoted	Fully paid	-	-	0.00	50000.00	As per AS-13
	Total								**256200**	**6330746**	
(b)	**Investments in Preference Shares**								0	0	
(c)	**Investments in Government or Trust securities**								0	0	
(d)	**Investments in Debentures or Bonds**								0	0	
(e)	**Investments in Mutual Funds**										
(f)	**Investments in partnership firms***								0	0	
(g)	**Other non-current investments (specify nature)**								0	0	
	Total								**256200**	**6330746**	

Long-term loans and advances

NOTE 10

	2011-12 (in Rs.)	2010-11 (in Rs.)
(Unsecured, Considered Good unless otherwise stated)		
Capital Advances	15,500,000	11,750,000
Security Deposits	2,772,558	1,229,366
Loans and Advance to Related Parties	42,625,000	-
Other Advances	-	-
Share Application Money (pending allotment)	13,180,000	900,000
Total	74,077,558	13,879,366

Related Party Transaction

	2011-12 (in Rs.)	2010-11 (in Rs.)
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	42,625,000	-
	42,625,000	-

*Either severally or jointly

Other Non- Current Assets

NOTE 11

	2011-12 (in Rs.)	2010-11 (in Rs.)
a. Long Term Trade Receivables		
Secured, Considered Good	-	-
Unsecured, Considered Good	-	-
Doubtful	-	-
b. Others		
Unamortized Expenses (Preliminary Expenses to be amortized after 12 months)	752,631	
Total	752,631	-

Inventories

NOTE 12

	2011-12 (in Rs.)	2010-11 (in Rs.)
(As taken, valued and certified by the management)	-	-
(Valued at lower of cost and net realizable value unless otherwise stated)		
a. Raw Materials		
b. Work-in-Progress	67,232,445	
c. Finished Goods	-	-
d. Stock In Trade	2,237,729	9,811,780
e. Goods-in transit	-	-
f. Others	-	-
Total	69,470,174	9,811,780

Trade Receivables

NOTE 13

	2011-12 (in Rs.)	2010-11 (in Rs.)
(Unsecured, Considered Good unless otherwise stated)		
Trade receivables outstanding for a period less than six months from the date they are due for payment.		
Unsecured, Considered Good	89,681,384	22,969,333
Doubtful		
Less: Provision for doubtful debts	-	-
	89,681,384	22,969,333
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, Considered Good		
Unsecured, Considered Good	4,680,864	5,646,461
Doubtful		
Less: Provision for doubtful debts	-	-
	4,680,864	5,646,461
Total	94,362,248	28,615,794

Trade Receivable stated above include debts due by:

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
Directors *	-	-
Other officers of the Company*	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member		
	-	-

*Either severally or jointly

Cash and Cash Equivalents

NOTE 14

	2011-12 (in Rs.)	2010-11 (in Rs.)
a. Cash and Cash equivalents		
Balances with banks	18,963,849	1,102,901
Cash in hand	3,293,518	1,151,760
Margin with Banks for L/C	83,641	72,437
Bank balance with original maturity of less than three months	2,191,595	
b. Other Bank Balances		
Bank balance with original maturity of more than three months but less than 12 months (Refer Note A(1) to A(4) below)	70,154,767	14,957,885
Bank balance with original maturity of more than 12 months		
Total	94,687,370	17,284,982

Note A(1): FDR of Rs. 1,37,05,088/- is security against work Contract in Meghalaya.
Note A(2): FDR of Rs. 1,84,69,604/- is Margin Money for Bank Guarantee given for Advance from PWD.
Note A(3): FDR of Rs. 3,78,70,018/- is Security against Over Draft Limits
Note A(3): FDR of Rs. 3,78,70,018/- is Security against Over Draft Limits.

Short-Term Loans and Advances

NOTE 15

	2011-12 (in Rs.)	2010-11 (in Rs.)
(Unsecured, Considered Good unless otherwise stated)		
a) Security Deposits	500,000	-
b) Others		
Advance recoverable in cash or in kind or the value to be received	33,090	20,000
MAT Credit Entitlement	3,126,270	940,922
Prepaid taxes	3,797,370	3,620,679
I. Tax Refund Due from Department	6,938,712	
VAT Credit	195,513	813,053
Advance to Staff	93,750	76,050
Advance for Purchase of Properties	27,610,200	15,000,000
Advance to Suppliers	50,300,000	2,600,000
Advances to Parties	86,550,549	10,253,270
Total	**179,145,454**	**33,323,974**

Related Party Transaction

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
Directors *	-	-
Other officers of the Company*	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-
	-	-

*Either severally or jointly

Other Current Assets

NOTE 16

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
Unamortized Expenses (Preliminary Expenses to be amortized within 12 months)	348,155	-
Total	**348,155**	-

Contingent Liabilities and Commitments (to the extent not provided for)

NOTE 16 A

	2011-12 (in Rs.)	2010-11 (in Rs.)
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	-	-
(b) Guarantees	62,678,146	-
(c) Other money for which the company is contingently liable	-	-
Total	**62,678,146**	-

Revenue from operations

NOTE 17

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
Sale of Products		
Land/Plots/residential Units	134,977,200	
Traded Goods	562,982,986	526,086,223
Sale of Services		
Work-Contract Operations	21,952,399	-
Other operating revenues	-	-
Less:		
Excise duty	-	-
Total	719,912,585	526,086,223

Other Income

NOTE 18

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
Interest Income		
-On Fixed Deposits	3,781,942	1,421,781
-Others	3,031,024	648,565
Dividend Income	-	55,216
Net Gain/(Loss) From Sale of Investments	1,935,054	11,203,102
Net Gain/(Loss) From Sale of Fixed Assets	869,000	-
Other Non- Operating Income (Net of Expenses)	144,433	958
Total	9,761,452	13,329,622

Cost of Materials Consumed

NOTE 19

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
Opening Stock	-	-
Purchase during the year	4,769,918	-
Closing Stock	-	-
Total	4,769,918	-

Purchases of Stock-in-Trade

NOTE 20

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
Purchases of traded stock		
Land/Plots/residential Units and construction work thereon	192,081,519	
Traded Goods	538,653,613	489,833,994
Total	730,735,132	489,833,994

Changes in inventories of Work-in-Progress, Stock-in-Trade and Finished Goods

NOTE 21

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
Opening Stock :		
Work-in-Process	-	-
Stock-in-Trade	9,811,780	35,470,245
Finished Goods	-	-
Sub Total	**9,811,780**	**35,470,245**
Closing Stock :		
Work-in-Process		-
-Work Contract	6,093,245	
-Land/Plots/Residential Units	61,139,200	
Stock-in-Trade	2,237,729	9,811,780
Finished Goods	-	-
Sub Total	**69,470,174**	**9,811,780**
Total	**(59,658,393)**	**25,658,464**

Employee Benefits Expense

NOTE 22

	2011-12 (in Rs.)	2010-11 (in Rs.)
(a) Salaries and incentives	5,524,400	4,113,100
(b) Contributions to -		
(i) Provident fund (Inclusive of ESI)	-	-
(c) Gratuity fund contributions	-	-
(d) Staff welfare expenses	290,682	171,932
Total	5,815,082	4,285,032

Finance costs

NOTE 23

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
Interest expense	1,165,231	1,009,311
Other borrowing costs	9,636,494	3,776,253
Applicable net gain/loss on foreign currency transactions & translation	-	-
Total	10,801,725	4,785,565

Other expenses

NOTE 24

Particulars	2011-12 (in Rs.)	2010-11 (in Rs.)
Construction and Site Expenses		
Power and fuel	2,496,533	235,025
Freight Inward	782,298	244,199
Labour Charges & Cess	8,586,824	-
Hire Charges	6,900,600	-
Vat @12.5%	2,058,037	-
Others Site Expenses	161,248	106,933
Administration & other Expenses:		
Payments to the auditor as		
a. auditor	22,060	22,060
b. for taxation matters	5,515	5,515
e. for other services	-	-
f. for reimbursement of expenses	-	-
Merger Expenditure	1,470,198	-
Advertisement	114,284	49,319
Rent	232,500	150,000
Rates and taxes, excluding, taxes on income	78,244	62,862
Vehicle Running Expenditure	538,671	379,600
Insurance	24,577	12,891
Business Promotion	110,690	85,743
Printing & stationery	107,195	103,353
Repairs & Maintenance- others	30,573	24,555
Telephone & Internate Expenses	143,228	95,096
Fees & Subscription	38,478	35,865
Electricity Expenses	77,678	71,076
Travelling and Conveyance Charges	401,914	129,580
Legal & Professional Charges	830,500	338,800
Freight Outward	824,450	386,982
Misc. Expenses	433,419	529,797
Total	26,469,713	3,069,250

As per Our report of even date attached
FOR VIDYA & CO.
Chartered Accountants

For and on behalf of the Board of
CCL International Limited

(S.P. AGARWAL)
Partner
M No. 088663
Firm No. 308022E
Place : Delhi
Dated : 29.08.2012

RAMA GUPTA (Managing Director)
ANIL KUMAR (Director)
AKASH GUPTA (CEO)

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

I. SIGNIFICANT ACCUNTING POLICIES

➢ **Basis of preparation of Financial Statements**

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

➢ **Inventories**

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

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

➢ **Contingencies and Provisions**

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

➢ **Prior Period Items**

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

➢ **Revenue Recognition**

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

➢ **Fixed Assets**

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

the date assets are ready for its intended use, are capitalized as a part of the cost of that asset subject to the provisions of impairment of the assets.

➢ **Depreciation**

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

➢ **Foreign Currency Transaction**

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

➢ **Investments**

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

➢ **Retirement and other Employees' Benefits**

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

➢ **Borrowing Cost**

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

➢ **Related Party Transaction**

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

➢ **Earnings Per Share**

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

➢ **Taxation**

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

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

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

➢ **Research and Development**

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

➢ **Joint Ventures**

i) ***Interest in Jointly Controlled Operations***

Assets that it controls and the liabilities that it incurs, expenses that it incurs and its share of income that it earns from the joint ventures is recognized in its Separate Financial Statements; and

ii) ***Interest in Jointly Controlled Entities***

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

➢ **Impairment of Assets**

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

II. NOTES ON ACCOUNTS

1. Schedules 1 to 16 are the integral parts of the accounts.

2. Figure of the previous year have been regrouped / rearranged / recasted wherever necessary to confirm the figures of the current year.

3. Directors' and Auditors' Remuneration :

	2011-12 (Rs.)	2010-11 (Rs.)
Director's Remuneration	600000.00	600000.00
Auditor's Remuneration	27575.00	27575.00

4. Foreign Exchange :

	2011-12 (Rs.)	2010-11 (Rs.)
Earnings	NIL	NIL
Outgo	NIL	NIL

5. Details of Related Party Transactions :

Key Managerial Personnel	Nature of Payment	Amount
Mr. Akash Gupta	Director Remuneration	600000/-
Mrs. Rama Gupta	Rent	180000/-

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

Name of Enterprises	Nature of Transaction	Balance as on 31.3.2012
Aklass Polyrubber Limited	Arrangement of Short Term Fund	NIL
AAR Infratech Limited	Share Application Money	3500000 Dr.
Vatsal Hotels Private Limited	Share Application Money	39125000 Dr.

7. Basic and Diluted Earning Per Share is Re 0.10 (Previous Year – Re. 1.42).

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

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

Items	Deferred Tax Liability / (Assets) as at 01.04.2011	Current Year	Deferred Tax Liability / (Assets) as at 31.03.2012
Difference between book and tax depreciation	(2,18,855.45)	912217.19	693361.74
Un absorbed Dep/Loss	NIL	NIL	NIL
Timing Difference- Merger Expenditure	NIL	(1176158.40)	(1176158.40)
Total Timing Difference			(482796.66)
Deferred tax Liabilities / Assets] (net)	(218855.45)	(263941.21)	(149184.00)
	(66210.56)	(82973.44)	(149184.00)

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

As per Our report of even date attached

FOR VIDYA & CO.
Chartered Accountants

For and on behalf of the Board of
CCL International Limited

(S.P. AGARWAL)
Partner
M No. 088663
Firm No. 308022E

RAMA GUPTA
(Managing Director)

ANIL KUMAR
(Director)

AKASH GUPTA
(CEO)

Place : Delhi
Dated : 29.08.2012

CASH FLOW STATEMENT (Prepared Pursuant To Listing Agreement)

	For the year ended 31.3.2012 (Rs.)	For the year ended 31.3.2011 (Rs.)
A. CASH FLOW FROM OPERATION		
Net Profit after Tax and Extra ordinary Items :	9192652	9617623
Adjustment for --		
Depreciation and Amortization	1040268	380119
Provision for Tax	2198570	1800000
Excess Provision for Income Tax written off	(1607657)	0
Deferred Tax Income	(82214)	(14201)
Capital Loss from Sale of Shares/Fixed Assets	(2804054)	(11203102)
Agriculture Income Received	(80800)	0
Interest Paid	10801725	4785565
Interest Received	(3031024)	0
Operating profit before working capital change:	**15627467**	**5366004**
Adjustment for --		
Trade and other receivables	(65746454)	27561563
Inventories	(59658393)	(25658464)
Short Term Advances	(68505518)	0
Bank Over draft	8324762	0
Expenses Payable	3271522	0
Trade Payables	90499431	(45822751)
Cash Generated from operation:	**(76187184)**	**(42359846)**
Interest Paid	10801725	4785565
Tax and FBT Paid	711026	671068
Cash flow before extra- ordinary items	**(87699935)**	**(47816479)**
Net cash from operating activity	**(87699935)**	**(47816479)**
B.CASH FLOW FROM INVESTING ACTIVITIES		
Investment in Shares & Other Investment	8009600	(20545727)
Share Application Money	(54905000)	0
Profit / Loss from Jointly Controlled Entity	0	0
Capital Advance for Property	(3750000)	0
Purchase of Fixed Assets	(52147013)	30062382
Purchase Value of Properties shown as Leased Assets	0	0
Transfer Value of Properties transferred from Leased Assets	0	0
Increase in Deposits	(2054396)	0
Increase in Loan & Advances	(76297279)	0
Agriculture Income Received	80800	0
Interest Received	3031024	0
Sale of Fixed Assets	1584000	0
Net cash from Investment Activities	**(176448265)**	**(9516655)**
C. CASH FROM FINANCIAL ACTIVITIES		
Share Capital	125830000	1305000
Reserve & Surplus	126409172	0
Secured Loan Taken	118002292	13496323
Secured Loan Repaid	0	0
Unsecured Loan Taken	0	27253139
Unsecured Loan Repaid	27253139	0
Less: Preliminary Expenses Incurred During the Year	1448941	0
Net cash from financing activities	**341539384**	**42054462**

NET CHANGE IN CASH EQUIVALENT (A+B+C)	**77391184**	**(15278672)**
Cash & Cash Equivalent:		
Opening Balance	17212545	32491218
Closing Cash & Cash Equivalent	94603729	17212546
Closing Balance	**94603729**	**17212545**

Auditors Certificate

To,
The Board of Directors
CCL International Limited

We have examined the above Cash Flow Statement of CCL International Limited, for the year ended on March 31,2012. The Statement has been prepared by the company in accordance with the requirements of clause 32 of the Listing Agreement with Stock Exchange and is based on & is in agreement with the corresponding Profit & Loss Account and Balance Sheet of the company covered by our report dated August 29, 2012 to the members of the company

For VIDYA & COMPANY
Chartered Accountant
Firm Reg.: 308022E

(S.P. AGARWAL)
PARTNER
M No. 088663

Date : 29.08.2012
Place : Delhi

CCL INTERNATIONAL LIMITED

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

ATTENDANCE SLIP

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

DP ID/ Folio No. _____

I hereby record my presence at the Annual General Meeting of company being held on Saturday,29th day of September 2012, at **Plot No. 6C, Mandawali, Fazalpur, Delhi-92**

NAME OF SHAREHOLDER(S) _____

NAME OF THE PROXIES _____
(to be filled in case the proxy attends instead of shareholders)

Signature of Shareholders/ Proxy _____
*Strike out whichever is not applicable

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

CCL INTERNATIONAL LIMITED

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

PROXY FORM

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

DP-Id/ Folio No. _____

I/We _____ of _____ being a member of CCL INTERNATIONAL LIMITED hereby appoint _____ Shri/Smt _____ of _____ or failing him/her Shri/ Smt. _____ of _____ as my/our proxy to vote for me me/us and on my/our behalf at the 21st Annual General Meeting of the company to be held on Saturday , 29th September , 2012 at 11:30 A.M at **Plot No. 6C, Mandawali, Fazalpur, Delhi-92** and at any adjournment thereof.

As witness my /our hands this _____ day of _____ 2012

_____
Signature of Shareholder(s)

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

BLANK







If undelivered, please return to

CCL INTERNATIONAL LIMITED

REGISTERED OFFICE
30 , Bharti Artist Colony,
Main Vikas Marg, Laxmi Nagar,
Delhi - 92 Ph: 22457275
ccclinternational2008@gmail.com

CORPORATE OFFICE
C-42, RDC, Raj Nagar, Ghaziabad
Ph. 0120-4124258

FACTORY
A-18, M.I.A., Alwar, Rajasthan
Ph. 0144-2882114