



CCL PRODUCTS (INDIA) LIMITED

Registered Office : Duggirala, Guntur Dist, Pin- 522330

Notice pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot. Members' consent is requested for the proposals contained in the Resolutions appended below. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. K. Ramesh Babu, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the Postal Ballot Form and return the form duly completed in all respects in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer not later than the closing hours i.e., 18.00 hours on April 18, 2014.

The Scrutinizer will submit his report to Mr. Challa Rajendra Prasad, Executive Chairman or Mr. Challa Srishant, Managing Director of the Company after completion of the scrutiny and the result will be announced on April 21, 2014 at the Registered Office of the Company and will be displayed on the Company's website besides communication of results to Stock Exchanges (BSE and NSE). The result / outcome of the Postal Ballot process will also be published in the newspaper(s).

The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Forms. The detailed procedure is enumerated in the Instructions to the Postal Ballot Form

1. TO APPOINT MR. CHALLA RAJENDRA PRASAD AS EXECUTIVE CHAIRMAN OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions contained under Sections 198, 269, 309, 310 and 311 read together with Schedule XIII of the Companies Act, 1956 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to appoint Mr. Challa Rajendra Prasad as the Executive Chairman of the Company w.e.f March 04, 2014 for a period of 5 years on the terms of remuneration stated as under:

- a) Salary : Rs. 4,00,000/- per month along with other perquisites as per Rules of the Company and
- b) Commission : In addition to the salary and perquisites, calculated in such a way that the salary and commission shall not exceed 5% of the net profits of the Company computed in terms of Section 349 & 350 of the Companies Act, 1956."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the period of five years from the date of appointment of Mr. Challa Rajendra Prasad as Executive Chairman i.e. with effect from March 04, 2014, the above mentioned salary would be paid as minimum remuneration subject to the provisions of Schedule XIII of the Companies Act, 1956 or any statutory enactment thereof."

2. TO APPOINT MR. CHALLA SRISHANT AS MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions contained under Sections 198, 269, 309, 310 and 311 read together with Schedule XIII of the Companies Act, 1956 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to appoint Mr. Challa Srishant as the Managing Director of the Company w.e.f March 04, 2014 for a period of 5 years on the terms of remuneration stated as under:

- a) Salary : Rs. 3,00,000/- per month along with other perquisites as per Rules of the Company and
- b) Commission : In addition to the salary and perquisites, calculated in such a way that the salary and commission shall not exceed 3% of the net profits of the Company computed in terms of Section 349 & 350 of the Companies Act, 1956."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the period of five years from the date of appointment of Mr. Challa Srishant as Managing Director i.e. with effect from March 04, 2014, the above mentioned salary would be paid as minimum remuneration subject to the provisions of Schedule XIII of the Companies Act, 1956 or any statutory enactment thereof."

3. AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 31 and other applicable provisions of the Companies Act, 1956, (herein after referred to as 'the Act') including any statutory modification(s) or re-enactment(s) thereof for the time being in force, if any, the relevant provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the National Stock Exchange of India Limited and BSE Limited, the Articles of Association of the Company be and are hereby altered / amended by appending new Article 4A after the existing Article 4 as per details given below:

Article No. 4A

"The Company and/or the Board of Directors shall have power, subject to and in accordance with Sections 77A, 77AA, 77B and other applicable provisions of the Act or the corresponding provisions, rules, regulations and guidelines prescribed by the Government of India, the Securities and Exchange Board of India or any other authority, to purchase/buy back any of its own fully paid up securities or other specified securities whether or not they are redeemable and may make a payment out of its free reserves or securities premium account of the Company or proceeds of any shares or other specified securities, provided that no buy back of any kind of shares or other specified securities shall be made out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities or from such other sources as may be permitted by law on such terms, conditions and in such manner as may be prescribed by the law from time to time in respect of such purchase."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorized to take such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard."

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

Sd/-
Sridevi Dasari
Company Secretary

Place : Hyderabad
Date : 04-03-2014

NOTES

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. Please read the instructions / notes printed overleaf the Postal Ballot Form before exercising the vote.
3. In terms of Section 192A of the Companies Act, 1956 read with the Postal Ballot Rules, the items of business set out in the Notice above are sought to be passed by Postal Ballot.
4. Board of Directors has appointed Mr. K. Ramesh Babu, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
5. The Notice is being sent to all the Members whose names appear in the Register of Members as on March 07, 2014.
6. The results of the Postal Ballot will be announced by the Chairman of the Company or by the Managing Director on April 21, 2014 at the Registered Office of the Company at Duggirala and will also be informed to the stock exchanges, hosted on the Company's website www.cclproducts.com and published in newspapers.

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.
ITEM NO.1

The present term of Mr. Challa Rajendra Prasad, as Chairman and Managing Director of the Company, will come to an end on March 31, 2014. Considering his rich experience and the remarkable growth achieved under his effective leadership, the Board considered his appointment as Executive Chairman for a period of 5 years w.e.f March 04, 2014 at their meeting held on March 04, 2014. The appointment or re-appointment, as the case may be, of Managerial personnel, is subject to the approval of the members at their meeting. Hence, the Board commend this resolution for your approval.

Interest of Directors:

The Directors, Key Managerial Personnel and their respective relatives may be deemed to be concerned or interested in the resolutions by virtue of and to the extent of shares held in the paid up share capital of the Company as its shareholder.

ITEM NO.2

The Members are aware Mr. Challa Srishant has been associated with the Company as Executive Director since 2005. Considering his contribution for the last 9 years in the areas of administration of the Group in general and setting up of Plants in Switzerland and Vietnam in particular and his efforts in paving the way for entry into the domestic market, the Board elevated his position and appointed him as the Managing Director of the Company for a period of 5 years w.e.f March 04, 2014 at their meeting held on March 04, 2014. The appointment or re-appointment, as the case may be, of Managerial personnel, is subject to the approval of the members at their meeting. Hence, the Board commend this resolution for your approval.

Interest of Directors:

The Directors, Key Managerial Personnel and their respective relatives may be deemed to be concerned or interested in the resolutions by virtue of and to the extent of shares held in the paid up share capital of the Company as its shareholder.

ITEM NO.3

The Companies (Amendment) Act, 1999, has allowed a company to buy back its own Securities (including shares), subject to condition that Articles of Association (AOA) of such company authorizes to do so. The AOA of your company does not contain any provision/power to enable the Company itself and/or its Board of Directors, to buy back the Securities (including shares) of the Company. Alteration/ amendment in AOA of the Company is, therefore, proposed to enable the Company and/or its Board of Directors to effectuate buy back of Securities (including shares) as per the provisions of Sections 77A, 77AA, 77B and other applicable provisions of the Companies Act, 1956.

The AOA of a company can be amended as per provisions of Section 31 of the Companies Act, 1956, by passing a Special Resolution in General Meeting of the Company. However, Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("the Rules"), as made thereunder, provide an alternative forum to obtain Members' approval through Postal Ballot process. As per the Rules, alteration/amendment in AOA through Postal Ballot process is not compulsory, but to facilitate wider participation of Members and to conduct the democratic proceeding in fair and transparent manner, the Company is seeking their approval by Postal Ballot process instead of convening an Extra Ordinary General Meeting.

In view of the above, it is proposed to insert a new Article No. 4A in the AOA of the Company, as set out in detail in the Postal Ballot Notice, by a Special Resolution passed through Postal Ballot process. The Board of Directors of the Company recommend the Resolution for your approval.

Inspection of Documents:

A copy of Memorandum and Articles of Association of the Company together with the proposed alteration and other documents referred to, will be open for inspection by Members at the Registered Office of the Company between 11.00 A.M. and 2.00 P.M., on any working day.

Interest of Directors:

The Directors, Key Managerial Personnel and their respective relatives may be deemed to be concerned or interested in the resolutions by virtue of and to the extent of shares held in the paid up share capital of the Company as its shareholder.

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

Sd/-
Sridevi Dasari
Company Secretary

Place : Hyderabad

Date : 04-03-2014

(Annexure to the Notice Dated March 04, 2014)

Details of Director seeking appointment/re-appointment through postal ballot/e-voting (pursuant to Clause 49 of the Listing Agreement with Stock Exchanges) are as follows:

Name of Director	Mr. Challa Rajendra Prasad	Mr. Challa Srishant
DIN	00702292	00016035
Date of Birth	11.06.1952	15.04.1983
Nationality	Indian	Indian
Date of appointment on the Board	24.11.1982	18.07.2005
Qualifications	Engineering Graduate from Osmania University	Law Graduate from Nalsar University
Experience and expertise in specific functional area	30 years	9 years
Shareholding in CCL Products (India) Limited	5.74%	6.35%
List of Directorships held in other companies	Aries Habitat Private Limited Continental Coffee Private Limited Continental Speciale (India) Private Limited	Aries Habitat Private Limited Continental Coffee Private Limited Continental Speciale (India) Private Limited Facemap Infotechnologies Private Limited
Chairman/ Member of Committees of the Board of other companies in which he is a Director.	Nil	Nil



CCL PRODUCTS (INDIA) LIMITED

Registered Office : Duggirala, Guntur Dist, Pin - 522330.

POSTAL BALLOT FORM

Serial No. :

1. Name & Registered Address of
the Sole / first named Shareholder :

2. Name(s) of the Joint Holder(s),
(if any) :

3. Registered Folio Number/
DP ID No./Client ID No.* :

*(Applicable to investors holding
Shares in dematerialised form)

4. Number of Share(s) held :

I/We hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated March 04, 2014 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Description	Type of Resolution	No. of Shares	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
(1) Special Resolution under Sections 198, 269, 309, 310 and 311 read together with Schedule XIII of the Companies Act, 1956 for appointment of Mr. Challa Rajendra Prasad as Executive Chairman of the Company.	Special			
(2) Special Resolution under Sections 198, 269, 309, 310 and 311 read together with Schedule XIII of the Companies Act, 1956 for appointment of Mr. Challa Srishant as Managing Director of the Company.	Special			
(3) Special Resolution under Section 31 of the Companies Act, 1956 for altering Articles of Association of the Company by inserting Article 4A in respect of Buy-back of Securities including shares.	Special			

Place: _____

Date: _____

Signature of Shareholder _____

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

NOTE: KINDLY READ THE INSTRUCTIONS PRINTED OVERLEAF BEFORE FILLING THE FORM.

LAST DATE FOR RECEIPT OF POSTAL BALLOT FORMS BY SCRUTINIZER IS FRIDAY APRIL 18, 2014.

INSTRUCTIONS FOR VOTING

1. Pursuant to the provisions of Section 192A and other applicable provisions, if any, of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and Clause 35B of the Listing Agreement assent or dissent of the shareholders in respect of the resolutions contained in the Notice dated March 04, 2014 is being taken through postal ballot / e-voting.

2. The Notice of Postal Ballot is being sent to all the members/beneficial owners, whose names appear in the register of members / list of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, March 07, 2014 and voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the same date.

3. The Company has, in compliance with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, appointed Mr. K. Ramesh Babu, Practising Company Secretary, as the scrutinizer for conducting the Postal Ballot/E-voting process.

4. The Company has appointed Mr. Challa Srishant, Managing Director and Ms. Sridevi Dasari, Company Secretary of the Company as the persons responsible for the entire postal ballot/e-voting process.

5. The Scrutinizer will submit his final report on Monday, April 21, 2014 to the Executive Chairman or Managing Director after completion of scrutiny of e-voting and postal ballot forms received. The Executive Chairman and in his absence Managing Director will announce the result of the postal ballot/e-voting at the Registered Office of the Company at Duggirala, Guntur District, Andhra Pradesh-522330 on Monday, April 21, 2014 at 5.00 p.m.

6. The result of the postal ballot/e-voting will also be published in the newspaper(s) on Tuesday, April 22, 2014 and will also be placed at the website of the Company at www.cdproducts.com.

7. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to other members, the said Notice of Postal Ballot along with Ballot Form is being sent by post.

8. The shareholders can opt for one mode of voting i.e. through postal ballot or e-voting. In case of voting by both the modes, voting through a valid physical postal ballot form will be considered and counted and e-voting of such shareholder will be treated as invalid. Members, who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or seek duplicate Postal Ballot Form from M/s. Venture Capital and Corporate Investments Pvt Limited, 12-10-167, Bharat Nagar, Hyderabad- 500018, fill in the details and send the same to the Scrutinizer.

9. The Company is pleased to offer e-voting facility as an alternate, to all its members to enable them to cast their vote electronically instead of dispatching postal ballot form. E-voting is optional. For this purpose, the Company will be making necessary arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting. In case a member desires to exercise his vote by using e-voting facility then he has to follow the instructions as given for e-voting in this notice.

10. There will be one postal ballot form/e-voting for every folio/client id irrespective of the number of joint holders. The voting rights in the postal ballot form/ e-voting cannot be exercised by proxy.

11. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.

12. All the relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11.00 hrs. to 14.00 hrs. upto the date of declaration of the result of Postal Ballot.

13. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in favour of the business is three times more than the votes cast against the said Resolution.

(A) VOTING IN PHYSICAL FORM

a. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent by courier at the expense of the registered shareholder will also be accepted.

b. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the company. Please convey your assent / dissent in this Postal Ballot Form only. The consent or otherwise received in any other form shall not be considered valid.

c. Duly completed Postal Ballot Form should reach the Scrutinizer at the Registered Office of the Company at "Duggirala, Guntur District, Andhra Pradesh- 522330 not later than 18:00 hours, on Friday, April 18, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.

d. The Postal ballot form should be completed and signed by the sole/ first named shareholder. In the absence of the first named shareholder in a joint holding the form may be completed and signed by the next named shareholder. However, where the form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid.

e. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of the board resolution/ authority letter.

f. The votes should be cast either in favor or against the resolutions by putting the tick (✓) mark in the column provided for assent or dissent. Postal ballot form bearing tick (✓) in both the column will render the form invalid.

g. Unsigned or incomplete or incorrectly filled postal ballot forms will be rejected.

h. Members are requested not to send any other matter / document along with the postal ballot form in the enclosed pre-paid self-addressed envelope. The scrutinizer would destroy any extraneous paper found in such envelope.

i. A shareholder may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. c above.

(B) VOTING THROUGH ELECTRONIC MODE

E-voting period starts from Tuesday, March 18, 2014 and ends on Friday, April 18, 2014. The e-voting module will be disabled after 18:00 hours, on Friday, April 18, 2014 for voting by shareholders. In case of queries, you may refer the Frequently Asked Questions (FAQs), for shareholders and e-voting user manual for shareholders available at the "Downloads" Section of www.evoting.nsdl.com or Call on (022) 24994600

• In case of Members receiving e-mail from NSDL :

(i) Open e-mail and open PDF file viz: "CCL Products (India) Limited e-Voting. PDF" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVSN" of CCL Products (India) Limited

(viii) Now you are ready for e-Voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon Confirmation, the message "Vote Cast Successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail kramesh2002@gmail.com with a copy marked to evoting@nsdl.co.in.

• In case of Members receiving Postal Ballot Form by Post :

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form: EVSN (E-Voting Sequence Number) USER ID PASSWORD

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) above, to cast vote.

(iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).