



NOTICE

Notice is hereby given that the 54th Annual General Meeting of the Members of CCL Products (India) Limited will be held on Monday, 20th July, 2015 at 10.00 A.M. at the Registered Office of the Company situated at Duggirala, Guntur District, Andhra Pradesh- 522 330 to transact the following items of business:

Ordinary Business:

1. To consider and adopt:
 - (a) the audited Financial Statements of the Company for the year 2014-15 together with the Report of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated Financial Statements of the Company for the year 2014-15.
2. To declare dividend of ₹1.50/- per Equity Share of ₹ 2/- each to the shareholders for the financial year 2014-15.
3. To appoint a director in place of Mr. B. Mohan Krishna (holding DIN 03053172), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, the appointment of M/s. M. Anandam & Co, Chartered Accountants, (Registration No. 000125S), Hyderabad, who were appointed as the Statutory Auditors of the Company till the conclusion of 56th Annual General Meeting, be and are hereby ratified and confirmed, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending 31st March, 2016.”

Special Business:

5. Appointment of Mr. G.V. Krishna Rau as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. G.V. Krishna Rau (holding DIN 06775731), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing that his term as an Independent Director be for a period of five years, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years from the ensuing Annual General Meeting.”



6. Appointment of Ms. Kulsoom Noor Saifullah as Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Kulsoom Noor Saifullah (holding DIN 02544686), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation.”

7. Ratification of Remuneration to Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the year 2015-16 to M/s. Kapardi & Associates, Cost Accountants, (Registration No. 100231), Hyderabad, appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2016, amounting to ₹ 1,00,000/- (Rupees One Lakh only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified.”

8. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company”

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

9. Approval of Related Party Transaction

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



CCL PRODUCTS (INDIA) LIMITED

“RESOLVED THAT pursuant to Clause 49 of the Listing Agreement with the Stock Exchange(s), (as amended from time to time by Stock Exchange or by the Securities and Exchange Board of India and for the time being in force), and in pursuance of the provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), the material related party transactions amounting to ₹12,140 Lakhs, entered by the Company with M/s. LMZ Soluble Coffee Inc., USA during the year 2014-15 be and are hereby approved and ratified.”

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

Sd/-

Sridevi Dasari

Company Secretary & Compliance Officer

Place: Hyderabad

Date : 3rd June, 2015

NOTES FOR MEMBERS:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself/herself and such proxy need not be a member of the Company. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
2. Proxies in order to be effective must be received by the Company at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from Tuesday, 14th July, 2015 to Monday, 20th July, 2015 (both days inclusive).
4. Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
5. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses email id, ECS mandate.

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

6. M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharat Nagar, Hyderabad -500 018 is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
8. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.



9. Members holding shares in physical form are informed to furnish their bank account details to the STA to have printed the same on the dividend warrants so as to avoid any possible fraudulent encashment / misuse of dividend warrants by others.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. upto the date of the meeting.
11. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
13. Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund set up by the Government of India.

Members who haven't yet encashed their dividend warrants from the financial year 2007-08 onwards are requested to make their claims to the Company without any further delay.

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

E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 54th Annual General Meeting. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 13th July, 2015 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Friday, 17th July, 2015 (09:00 hrs) and will end on Sunday, 19th July, 2015 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

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



PROCEDURE FOR E-VOTING:

Instructions for members for voting electronically are as under:

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

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

For Members holding shares in Demat Form and Physical Form

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

- (vii) After entering these details appropriately, click on “SUBMIT” tab.



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



(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of notice of 54th Annual General Meeting (for members whose e-mail ids are not registered with the Company/Depositories):

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

C. General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 13th July, 2015.
- ii. Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- iii. Members who do not have access to e-voting facility have been additionally provided the facility through Ballot Form. They may send duly completed Ballot Form to the Scrutinizer, Mr. Y. Suryanarayana, Advocate at the Registered Office of the Company so as to reach on or before the conclusion of the 54th Annual General Meeting or can carry the same to the AGM and deposit in the Ballot Box during the Meeting. Members have the option to request for physical copy of Ballot Form by sending an e-mail to companysecretary@cclproducts.com by mentioning their Folio No. / DP ID and Client ID.
- iv. The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- v. The member who cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- vi. The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.cclproducts.com and on the website of www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- vii. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within three days of the AGM.

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

Item No. 5

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr.G.V.



Krishna Rau be appointed as an Independent Director of the Company.

The appointment of Mr.G.V. Krishna Rau shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr.G.V. Krishna Rau for the office of Director of the Company. Mr.G.V. Krishna Rau is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr.G.V. Krishna Rau that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr.G.V. Krishna Rau fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr.G.V. Krishna Rau is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mr. G.V. Krishna Rau

Mr. G.V. Krishna Rau did his Masters in Geology from Osmania University, Hyderabad and worked in Geological Survey of India for 4 years from 1978 and joined the Karnataka cadre of I.A.S. in 1982. Being the member of Indian Administrative Services, he served at the Top Management levels of the Organizations and held various responsible positions in the Government of Karnataka and several Public Sector Undertakings.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. G.V. Krishna Rau is appointed as an Independent Director of the Company.

Mr. G.V.Krishna Rau was appointed as an Additional Director by the Board in their meeting held on 28th October, 2014.

Mr. G.V. Krishna Rau is a member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Risk Management Committee of the Board of Directors of the Company.

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

Copy of the draft letter for appointment of Mr. G.V. Krishna Rau as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Except Mr. G.V. Krishna Rau, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Your Directors recommend the Resolution for your approval.



Item No. 6

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

The appointment of Ms. Kulsoom Noor Saifullah shall be effective upon approval by the members in the Meeting.

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

Brief Resume of Ms. Kulsoom Noor Saifullah

Ms. Kulsoom Noor Saifullah completed her high school education with a GCE "O" levels from London University. She has done BA (English Honours) at the prestigious LSR College, New Delhi. As an entrepreneur exporter she has exported leather products to both East and West Europe. In 1998, she established UCC India, an International Trade and investment Consultancy, mentoring foreign multinationals wishing to invest in India. In 1999, she was appointed as advisor and sole representative of the Donetsk Regional Administration, Government of Ukraine in India. She has been actively involved in social welfare projects. Together with the well known journalist Mr. Swaminathan Aiyar, she established the Small Farmers Development Foundation in 1992 and became its first President.

In 2010, she retired from active professional assignments to co found The India Harmony Foundation together with her husband, Mr Zafar Saifullah, IAS (Retd.) who shared the firm belief that true economic development could only take place in India if social justice and harmony prevailed in the country. She designs and edits the Foundation's in house journal " India Harmony" which is circulated to all Chief Ministers, Governors and Members of Parliament in India. It has received high praise from all quarters.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms.Kulsoom Noor Saifullah is appointed as a Non-Executive Director of the Company.

Ms. Kulsoom Noor Saifullah was appointed as an Additional Director by the Board in their meeting held on 19th January, 2015.

Ms. Kulsoom Noor Saifullah is a member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Risk Management Committee of the Board of Directors of the Company.

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

Copy of the draft letter for appointment of Ms.Kulsoom Noor Saifullah as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.



Except Ms.Kulsoom Noor Saifullah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Your Directors recommend the Resolution for your approval.

Item No. 7

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on 26th May, 2015, approved the re-appointment of the Cost Auditors, M/s. Kapardi & Associates, Cost Accountants (Registration No.100231) and remuneration payable to them, as set out in the Resolution under this Item of the Notice.

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

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

Your Directors recommend the Resolution for your approval.

Item No. 8

The Articles of Association (“AoA”) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the present Companies Act, 2013.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company’s website for perusal by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Your Directors recommend the Resolution for your approval as Special Resolution.

Item No.9

As per Clause 49 of the Listing Agreement all transactions which are material in nature entered by the Company in its ordinary course of business and at arm’s length basis need the approval of the shareholders. The transactions entered with M/s. LMZ Soluble Coffee Inc., USA during the financial year 2014-15 are in ordinary course of business and at arm’s length. Pursuant to the provisions of revised Clause 49 of the Equity Listing Agreement, the contracts / arrangements / transactions are material in nature and require the approval of the shareholders of the Company by a special resolution.



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Mr. Jonathan T Feuer who was the Director of the Company upto 16th March, 2015 is also the President of LMZ Soluble Coffee Inc., USA and the amount of transaction is ₹12,140 Lakhs, which is more than 10% of the consolidated turnover of the Company and all these transactions with the said related party are in the ordinary course of business. These transactions are of continuous in nature. The respective transactions held between the aforesaid related party are at arm's length basis and all factors relevant to the respective transactions have been considered and approved by the Audit Committee and the Board of Directors.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out at item No.9 shall be entitled to vote on this special resolution.

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

Your Directors recommend the Resolution for your approval as Special Resolution.

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

Sd/-

Sridevi Dasari

Company Secretary & Compliance Officer

Place: Hyderabad
Date : 3rd June, 2015