

CCL PRODUCTS (INDIA) LIMITED

Minutes of the Meeting of the Fifty Second Annual General Meeting of CCL Products (India) Limited held on Saturday, 3rd day of August, 2013 at 11.00 A.M. at Registered Office of the Company situated at Duggirala, Guntur District, Andhra Pradesh – 522 330.

Mr. Challa Rajendra Prasad, Chairman & Managing Director of the Company chaired the meeting. 113 members were present in person and 45 by way of proxy.

The Notice of the Meeting was taken as read with the permission of the members.

The Auditors' Report to the shareholders on the Accounts of the Company for the year ended 31st March, 2013 was read.

The Chairman, in his speech, spoke about the Company's positive performance. He expressed his optimism on the future prospects of the Company in the current scenario.

Thereafter the following resolutions specified in the Notice calling the meeting were put to the members present at the Meeting and were carried:

Ordinary Business

1. As an Ordinary Resolution :

Proposed by : Mr. L. Panakala Reddy
Seconded by : Mr. M.S. Prasad Rao

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2013 and the Profit and Loss Account for the year ended on that date together with the relevant schedules attached thereto and the Directors Report and Auditors Report thereon be and are hereby received, considered, approved and adopted."

2. As an Ordinary Resolution:

Proposed by : Mr. G. Sampath Kumar
Seconded by : Mr. B. Nageswara Rao

"RESOLVED THAT a dividend @ Rs. 5/- (Rupees Five only) per equity share of Rs. 10/- each (Rupees Ten only) on the Equity Share Capital of the Company



recommended by the Board of Directors be paid to the members of the Company for the year 2012-13, whose names appear on the Register of Members of the Company on 16th July, 2013 being the Book Closure date fixed for this purpose."

3. As an Ordinary Resolution:

Proposed by : Mr. N. Channa Krishna
Seconded by : Mr. N.V Bhaskar Reddy

"RESOLVED THAT Mr. Zafar Saifullah, who is liable to retire by rotation, be and is hereby re-appointed as Director of the Company, subject to retirement by rotation."

4. As an Ordinary Resolution:

Proposed by : Mr. K. Sivarami Reddy
Seconded by : Mr. G. Subba Rao

"RESOLVED THAT Mr. Jonathan T Feuer, who is liable to retire by rotation be and is hereby re-appointed as Director subject to retirement by rotation."

5. As an Ordinary Resolution:

Proposed by : Mr. A. Srihar
Seconded by : Mr. A. Sreedhar

"RESOLVED THAT M/s. M. Anandam & Co., Chartered Accountants, Secunderabad, the retiring auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors of the Company."

Special Business

6. As an Ordinary Resolution:

Proposed by : Mr. Ian Breminer
Seconded by : Mr. N. Kranthika



"RESOLVED THAT pursuant to Article 84 of the Company's Articles of Association and in conformity with the provisions of Section 260 of the Companies Act, 1956, Mr. K. K. Sarma, who was appointed as an Additional Director of the Company by the Board of Directors, and who holds office under the said Article and Section 260 of the Companies Act, 1956, only upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing along with a deposit of Rs. 500/- under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of Director, be and is hereby elected and appointed as Director of the Company, liable to retire by rotation."

7. As an Ordinary Resolution:

Proposed by : Mr. N. Rama Rao
Seconded by : Mr. N. Nageswara Rao

"RESOLVED THAT pursuant to Article 84 of the company's Articles of Association and in conformity with the provisions of Section 260 of the Companies Act, 1956, Mr. B. Mohan Krishna, who was appointed as an Additional Director of the Company by the Board of Directors, and who holds office under the said Article and Section 260 of the Companies Act, 1956, only upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing along with a deposit of Rs. 500/- under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of Director, be and is hereby elected and appointed as Director of the Company, liable to retire by rotation."

8. As a Special Resolution:

Proposed by : Mr. C. Vinaya
Seconded by : Mr. Prabhakar Rao

"RESOLVED THAT pursuant to the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") or any other law for the time being in force (including any statutory modification or re-enactment thereof) and pursuant to Article No. 53 of the Articles of Association of the Company and subject to such approval(s), permission(s), sanction(s), confirmation(s), as may be required under any law for the time being in force, the consent of the Company be and is hereby accorded for the increase of Authorised share capital from Rs. 20,00,00,000/- (Twenty Crores) to Rs. 30,00,00,000/- (Thirty Crores) and for subdividing the equity shares of the Company, including the paid-up shares, such that each existing equity share of the Company of the face value of Rs.10/- (Rupees Ten) each be sub-divided into Five equity shares of the face value of Rs.2/- (Rupees Two) each.

"RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association be and is hereby substituted in the manner as set out below:

The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 15,00,00,000/- (Fifteen Crores only) equity shares of Rs.



2/- (Rupees Two) each."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (" the Act") or any other law for the time being in force (including any statutory modification or re-enactment thereof) the Article 5 of the Articles of Association of the Company be and is hereby amended and substituted as:

"The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 15,00,00,000/- (Fifteen Crores only) equity shares of Rs. 2/- (Rupees Two) each."

"RESOLVED FURTHER THAT the existing share certificate(s) in relation to the equity share capital held in physical form be cancelled and new share certificate(s) be issued in respect of the equity shares held by the members of the Company consequent upon the sub-division of the equity shares as aforesaid and in case of shares held in the dematerialized form, the sub-divided equity shares be credited to the respective demat accounts of the beneficiaries in lieu of the existing shares held by them."

"RESOLVED FURTHER THAT the Board of directors of the Company ("the Board", which expression shall also include a duly constituted Committee thereof) be and is hereby authorised to do all such acts, deeds and things and to delegate all or any of the powers vested in the Board to any Director(s) or Company Secretary of the Company as may be required to give effect to the above resolution."

9. As an Ordinary Resolution:

Proposed by : Mr. C.S.R. Anjaneyulu
Seconded by : Mr. M. Grinivasa Rao

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 1956, Article 126 of the Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Regulations") and subject to such other necessary approvals, permissions and sanctions, as may be required and subject to such terms and modifications as may be specified while according such approvals, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including powers conferred by this resolution), be and is hereby authorized to capitalize a sum not exceeding Rs. 13,30,27,920/- out of the Company's General Reserve Account, as per the audited accounts of the Company for the financial year ended March 31, 2013 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 6,65,13,960 of Rs.2/- each as bonus shares credited as fully paid up, to the eligible members of the Company holding equity shares of Rs.2/- each whose names appear on the Company's Register of Members on such date ("Record Date") as the Board may determine, in the proportion of one new fully paid equity share of Rs.2/- for every one equity share of Rs.2/- held as on the Record Date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity capital of the Company held by each such member and not as income.



"RESOLVED FURTHER THAT:

(a) the new equity shares of Rs.2/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid up equity shares of the Company;

(b) the share certificates for bonus shares be delivered to the shareholders who hold the existing equity shares in physical form and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing equity shares or opt to receive the bonus shares, in dematerialized form, within the prescribed period."

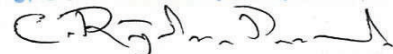
"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreement with the Stock Exchanges concerned, the Regulations and other applicable laws and regulations."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the bonus shares without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall also include a duly constituted Committee thereof) be and is hereby authorised to do all such acts, deeds and things and to delegate all or any of the powers vested in the Board to any Director(s) or Company Secretary of the Company as may be required to give effect to the above resolution."

There was a warm and informed exchange of views and opinions between the CMD, the Board members and the shareholders present.

For **OCL Products (India) Limited**



The meeting concluded with a vote of thanks.

C. RAJENDRA PRASAD
Chairman & Managing Director

Chairman

Place: Duggirala

Date: 03-08-2013

