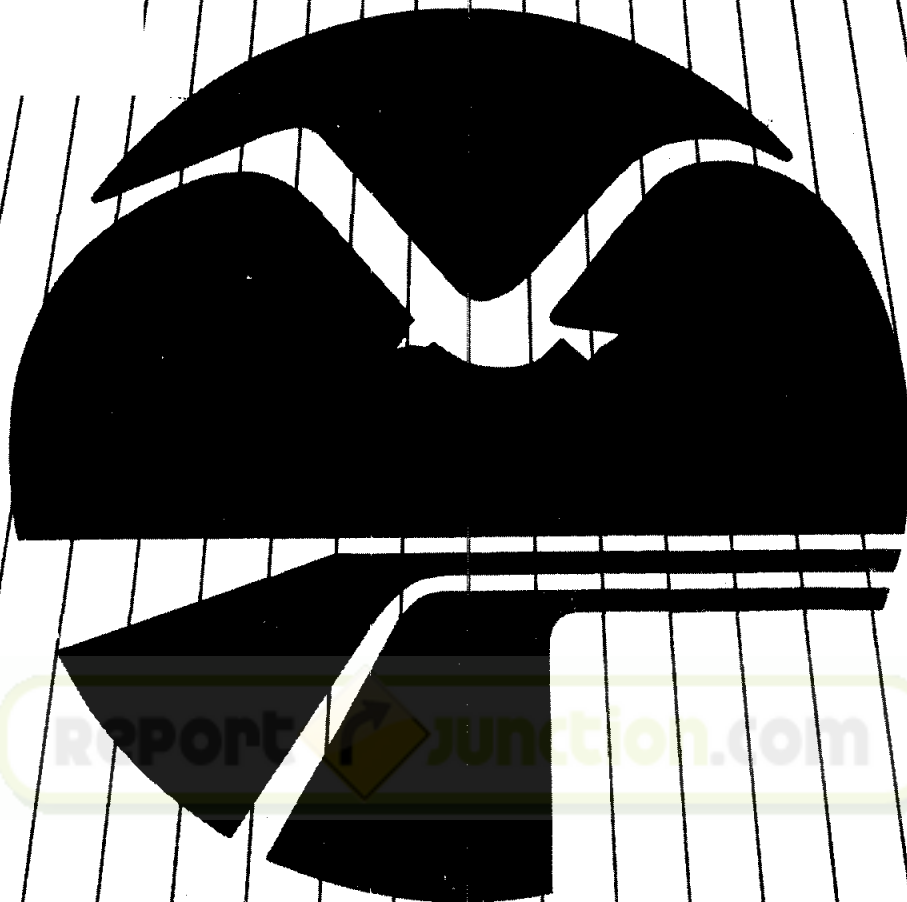


VCCL LIMITED



**FOURTEENTH ANNUAL REPORT
1999-2000**

VCCL LIMITED**BOARD OF DIRECTORS**M R B PUNJA, *Chairman*

DEEPAK SINGHANIA

S C DIKSHIT, *UTI Nominee*

BAL KRISHNA SHRIYA

R K SRIVASTAVA

COMPANY SECRETARY

S K GUPTA

AUDITORS

ONKAR TANDON & CO.,

Chartered Accountants,

KANPUR

REGISTERED OFFICE

C-3, PANKI INDUSTRIAL ESTATE,

KANPUR-208 022

ADMINISTRATIVE &**COMMERCIAL OFFICE**

714, RAHEJA CHAMBERS,

NARIMAN POINT,

MUMBAI - 400 021

WORKS

SALON,

DISTT. RAE BARELI - 229 127 (U.P.)

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VCCL LIMITED**NOTICE**

NOTICE is hereby given that Fourteenth Annual General Meeting of VCCL Limited will be held on Tuesday, the 29th August, 2000 at 10.00 A.M. at its Registered Office at C-3, Panki Industrial Estate, Kanpur- 208 022 to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2000 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bal Krishna Shriya, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and, 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 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Onkar Tandon & Company, Chartered Accountants of Kanpur, the retiring Auditors, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. R.K. Srivastava, who was appointed as an Additional Director and holds such office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from Mr. R.K. Srivastava, proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT the Equity Shares of the Company be delisted from the Stock Exchanges at Delhi and Ahmedabad in accordance with the relevant laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactments thereof for the time being in force and as may be enacted hereinafter) and subject to such approvals, permissions and sanctions as may be necessary and compliance with such conditions and modifications as may be necessary for this purpose."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) be and is hereby authorised to seek voluntary delisting, to take all necessary steps in this regard and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in regard to delisting of the Equity Shares and to execute all such deeds, documents, writings as may be necessary, desirable or expedient in connection thereto."

By Order of the Board of Directors

Place : New Delhi
Date : 29th June, 2000

S K GUPTA
Company Secretary

VCCL LIMITED

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a PROXY to attend and, on a poll, to vote instead of himself. A blank form of proxy is enclosed and, if intended to be used, should be returned to the Registered Office of the Company not less than forty-eight hours before the scheduled time of the Meeting. A proxy so appointed need not be a Member.
2. Members are requested to notify change in their address, if any, to the Company at its Registered Office, quoting their Folio Number.
3. Register of Members and Share Transfer Books will remain closed from Wednesday, the 16th August, 2000 to Tuesday, the 29th August, 2000 (both days inclusive).
4. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is annexed herewith.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4

Board had appointed Mr. R.K. Srivastava as an Additional Director of the Company on 29.06.2000. Company has received a notice in writing from Mr. R. K. Srivastava, proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956. Resolution contained at Item No. 4 of the accompanying Notice is commended by the Board for your approval.

None of the Directors of the Company except Mr. R. K. Srivastava is in any way, concerned or interested in the passing of the said resolution.

Item No. 5

Presently, the Equity Shares of the Company are listed on the Stock Exchanges at Kanpur, Delhi, Ahmedabad and Mumbai. Consequent to the recent rapid changes in the capital market in relation to the manner of dealing in shares/securities of companies, the volume of trading in Company's Equity Shares on the Delhi and Ahmedabad Stock Exchanges has reduced to negligible level. The Board of Directors of the Company at their meeting held on 29.06.2000 has, therefore, decided to get the shares of the Company voluntarily delisted from the Stock Exchanges at Delhi and Ahmedabad in accordance with the applicable laws, rules, regulations and guidelines.

As required under the Listing Agreement entered into by the Company with the said stock exchanges, your approval for the proposal is sought by way of a Special Resolution for delisting the shares of the Company from the said stock exchanges.

The special resolution mentioned at Sl. No. 5 of the Notice is commended by your Directors for approval of the Members.

None of the directors is, in any way, concerned or interested, in the above resolution.

By Order of the Board of Directors

Place : New Delhi
Date : 29th June, 2000

S K GUPTA
Company Secretary

VCCL LIMITED**DIRECTORS' REPORT**

To
The Members,

Your Directors present their fourteenth Annual Report together with Audited Statement of Accounts for the year ended 31st March, 2000.

During the year under review, your Company incurred a loss of Rs. 136.18 lakhs before depreciation and extra-ordinary items. However, your Company earned a Net Profit of Rs. 48.28 lakhs after these adjustments.

Your Directors are pleased to mention that the litigation with Piaggio & C. S.p.A. and Piaggio Vespa B.V. was settled out of Court by the parties and a "Settlement & Clean Break Agreement" was executed on 15.11.1999 whereby your Company received Rs. 13.55 Crores in consideration of the final settlement including subvention payment from Piaggio & C. S.p.A. in its capacity as a Co-promoter of the Company.

During the year under review, the name of your Company changed from 'Vespa Car Company Limited' to 'VCCL Limited'.

Mr. Bal Krishna Shriya retires by rotation and, being eligible, offers himself for re-appointment.

Mr. Mohinder M. Khanna, Mr. P. Pellegrini and Mr. Namo Narain resigned from the Directorship, and Mr. M. Pagliano vacated office as Director, pursuant to Section 283 (1) (g) of the Companies Act, 1956. Mr. R. K. Srivastava joined the Board as an Additional Director on 29.06.2000. A notice has been received u/s 257 of the Companies Act, 1956 for the appointment of Mr. R.K. Srivastava as Director. Board expresses its gratitude to the outgoing Directors and welcomes the new Director.

M/s. Onkar Tandon & Company, Chartered Accountants, retire as Auditors at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

In respect of the observations made by the Auditors in their report, your Directors wish to state that the respective Notes to the Accounts are self explanatory and do not call for any further comments.

There is no employee whose particulars are required to be furnished in terms of Section 217(2A) of the Companies Act, 1956 and rules made thereunder.

Since the Company's manufacturing operations continue to remain suspended during the year under review, there was no conservation of energy and technology absorption. Your Company also did not earn and use any foreign exchange.

The Company's Shares are listed/quoted at the following Stock Exchanges :-

- The U.P. Stock Exchange Association Ltd., Kanpur
- The Delhi Stock Exchange Association Ltd., New Delhi
- The Stock Exchange, Mumbai
- The Stock Exchange, Ahmedabad

The Company confirms that it has paid the annual listing fee to all the above Stock Exchanges for the year 2000-01.

Your Directors acknowledge co-operation extended by the State Government, Financial Institutions, Bankers and Shareholders.

For and on behalf of the
Board of Directors

Place : New Delhi
Date : 29th June, 2000

M R B PUNJA
Chairman