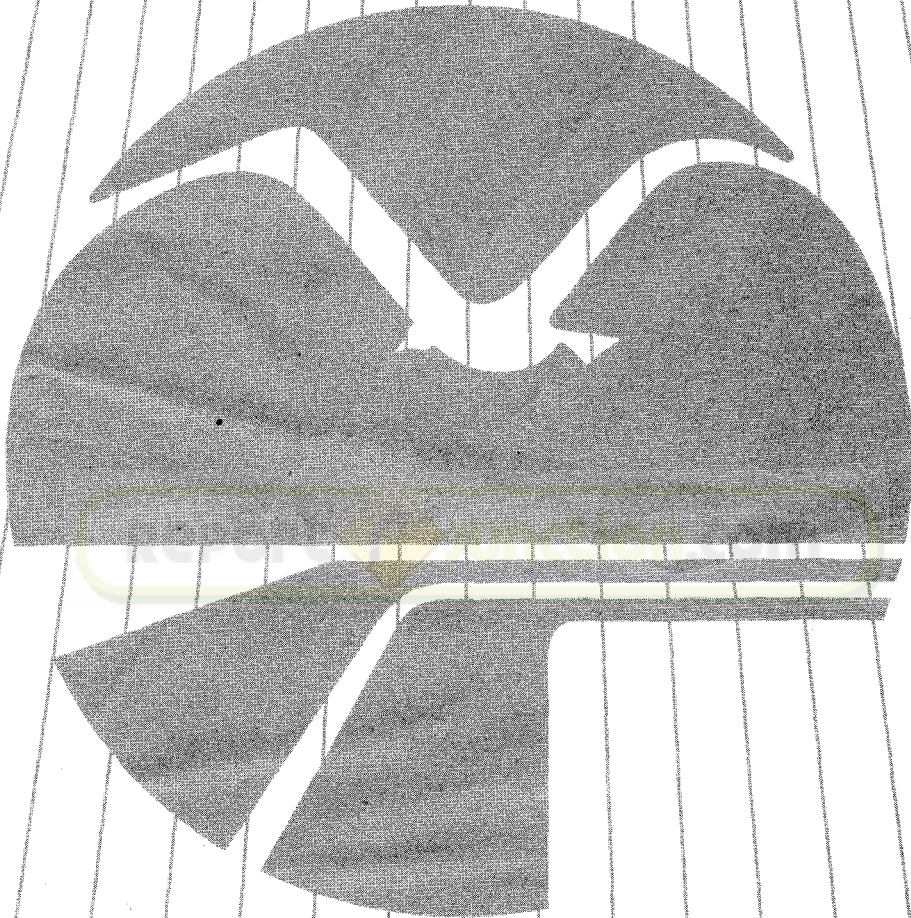


VCCL LIMITED



**TWENTY THIRD ANNUAL REPORT
2008-2009**

BOARD OF DIRECTORSR K SRIVASTAVA, *Director*R K CHADHA, *Director*G K MALVIYA, *Director*H. M. KAPOOR, *Director***COMPANY SECRETARY**

SANJEEV KUMAR

AUDITORS

ONKAR TANDON & CO

Chartered Accountants,

Kanpur - 208 001

REGISTERED OFFICE

C-3, Panki Industrial Estate, Site I,

Kanpur- 208 022

ADMINISTRATIVE & COMMERCIAL OFFICE

714, RAHEJA CHAMBERS

NARIMAN POINT

MUMBAI - 400 021

WORKS

SALON

DIST. RAE BARELI - 229127 (U.P.)

REGISTRAR AND SHARE TRANSFER AGENT

ALANKIT ASSIGNMENTS LIMITED

RTA Division, 2 E/21,

Jhandewalan Extension

New Delhi - 110 055

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VCCL LIMITED

NOTICE

NOTICE is hereby given that the Twenty-third Annual General Meeting of the Members of VCCL Limited will be held on Tuesday, 29th September, 2009 at 3.00 P.M. at its Registered Office at C-3, Panki Industrial Estate, Site-I, Kanpur- 208 022 (U.P.) to transact the following business(es) :-

ORDINARY BUSINESS (ES)

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 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. R K Srivastava, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to 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 & Co., Chartered Accountants, Kanpur, the retiring Auditor, be and are hereby appointed as Auditor 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), following resolution as an ordinary Resolution :
"RESOLVED THAT Mr. Gopi Krishna Malviya , who was appointed as an Additional Director U/s 260 of the Companies Act 1956, 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 a member, proposing Mr. Gopi Krishna Malviya's 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), following resolution as an ordinary Resolution :
"RESOLVED THAT Mr. Hari Mohan Kapoor, who was appointed as an Additional Director U/s 260 of the Companies Act 1956, 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 a member, proposing Mr. Hari Mohan Kapoor's candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation
6. 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 sub -

clause B of Clause 49 (1) of the Listing agreement with Stock Exchanges and the provisions of Section 198, 309, 310 & Schedule XIII of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter called Board) for payment of Sitting Fees to the Non-Executive Directors including Independent directors, being the member(s) of the Board /Board Committees, the amount not exceeding Rs. 5000/- (five thousand only) as may be decided by the Board from time to time per Board / Committee meeting(s) w.e.f 1.10.2009.

By Order of the Board of Directors

Place : Kanpur

SANJEEV KUMAR

Dated : 27th July, 2009

Company Secretary

NOTE(S) :

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 / HERSELF. 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. Information as per Clause 49 of the Listing Agreement regarding appointment/ re-appointment of Directors (Item Nos. 2, & 3) are annexed herewith.
3. The Register of Members and the Share Transfer Books will remain closed from Tuesday, the 22nd September, 2009 to Tuesday, the 29th September, 2009 (both days inclusive).
4. Pursuant to SEBI circular No. D&CC/FITTC/CIR-15/2002 dated 27.12.2002 and 12.02.2003, regarding maintenance of whole Share Registry work at a single point, the Company has appointed M/s Alankit Assignments Limited, RTA Division, 2E/21, Jhandewalan Extension, New Delhi-110 055, as its Registrar & Share Transfer Agent for whole share transfer and demat work. Shareholders are requested to write to M/s Alankit Assignments Limited for any work related, to Shares.
5. Members holding shares in physical form are requested to notify changes in their address(es), if any, to M/s Alankit Assignments Limited, quoting their folio number(s), while those holding in the electronic mode are requested to send the intimation for change of address(es) to their respective Depository participant(s) of Central Depository Services (India) Limited.
6. Company's Shares are being compulsorily traded in Demat form w.e.f. 2nd January, 2002. Members are requested to send Dematerialisation Request Form (DRF) alongwith Share Certificates through their Central Depository Services (India) Limited (CDSL) Depository Participant(s) for Demat of Shares to M/s Alankit

VCCL LIMITED

- Assignments Limited. The ISIN of the Equity Shares of the Company is 'INE460E01010'.
7. Members seeking any information with regard to Annual Accounts are requested to write to the Company at least one week in advance so as to enable the Company to keep information ready.
 8. Shareholders, who wish to nominate a person under section 109A of the Companies Act, 1956, may furnish required details to M/s Alankit Assignments Limited, in the prescribed Form 2B, which is available on demand.
 9. Members / Proxies should bring the attendance slips duly filled in, for attending the meeting.

INFORMATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING RE-APPOINTMENT OF DIRECTORS

Item No. 2

Mr. R K Srivastava, M.A.,LL.B., D.L.L. aged 70 years, has a vast experience of, about 46 years in various areas of Business Management. He is the Director of the Company since 29th June, 2000.

He is member of Audit Committee & Sub-Committee of Board of Directors of the Company.

He is also Director in other two companies.

Resolution contained at Item No. 2 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

He does not hold directorship in any other Company. He does not hold any shares of the Company.

He is member of Audit Committee & Sub-Committee of Directors of the Company.

The Company has received a notice in writing from a member proposing the candidature of Mr. Hari Mohan Kapoor for the office of Director under Section 257 of the Companies, Act 1956.

Resolution contained at Item No. 5 of the accompanying Notice, is commended by the Board for your approval.

None of the Directors of the Company except Mr. Hari Mohan Kapoor, is in any way, concerned or interested in the passing of the said resolution.

Item No. 4

Mr. Gopi Krishna Malviya aged 65 years, was co-opted onto the Board as an Additional Director w.e.f 8th April 2009. He is a graduate and a retired Bank Officer and has vast experience of about 43 years in Banking sector and well conversant in the field of Accounts and Finance.

He does not hold directorship in any other Company. He does not hold any shares of the Company

He is member of Audit Committee, Share Transfer & Shareholder/Investor Grievances Committee of the Company.

The company has received a notice in writing from a member proposing the candidature of Mr. Gopi Krishna Malviya 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. Gopi Krishna Malviya, is in any way, concerned or interested in the passing of the said resolution.

Item No. 5

Mr. Hari Mohan Kapoor aged 62 years, was co-opted onto the Board as an Additional Director w.e.f 8th April 2009. He is a graduate and a retired Bank Officer and has vast experience of about 41 years in Banking sector and well conversant in the field of Accounts and Finance.

Item No. 6

The SEBI vide its letter No. SEBI/CFD/DIL/CG/II/2004/12/10 dated 29th October, 2004, has amended the Clause 49 of the Listing Agreement between the Company and Stock Exchanges. As per sub clause B of the amended Clause 49(1), all fees / compensation if any is paid to Non-executive Directors including Independent Directors shall be fixed by the Board of Directors with previous approval of Shareholders in General Meeting. The Company intends to pay the amount not exceeding Rs. 5000/- (five thousand only) as may be decided by the Board from time to time for per Board / Committee meeting(s) w.e.f 1.10.2009.

The Company will not pay any other compensation to its Non-executive Directors including independent Directors except payment of sitting fee.

In order to comply with the requirement of amended Clause 49, the resolution No. 06 is placed for your approval by way of Ordinary Resolution.

The payment of above sitting fees to Non-executive Directors including Independent Directors shall be within the permissible limits as specified in Section 198, 309, 310 read with Schedule XIII of the Companies Act, 1956.

None of the Directors, other than the Non-executive Directors including Independent Directors is, in any way, concerned or interested in this Resolution.

By Order of the Board of Directors

Place : Kanpur
Dated : 27th July, 2009

SANJEEV KUMAR
Company Secretary

VCCL LIMITED

DIRECTORS' REPORT

To
The Members

Your Directors present their Twenty Third Annual Report together with Audited Statement of Accounts for the financial year ended 31st March, 2009.

Operations

During the year under review, your Company's operation remained suspended.

Management Discussion and Analysis Report

The Company is exploring various possibilities for use of resources/assets in an appropriate manner including but not limited to lease/sale of the assets of the Company as has already been approved by the shareholders earlier.

Corporate Governance

Your Company has been practicing the principles of good corporate governance. The Board of Directors support the principles of corporate governance. In addition to the basic governance issues, the Board lays emphasis on transparency, accountability and integrity.

Formal detailed report on Corporate Governance and also Certificate of the Auditors of your Company regarding compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement(s) with Stock Exchanges, are enclosed.

Directorate

Mr. R K Srivastava retires by rotation and, being eligible, offers himself for re-appointment.

Mr. M K Kanodia, Mr. D R Dogra and Mr. Atul Sharma resigned from the directorship with effect from 8th April 2009. Mr. Gopi Krishna Malviya and Mr. Hari Mohan Kapoor have joined the Board as Additional Directors with effect from 8th April 2009. Notices have been received U/s 257 of the Companies Act, 1956 for the reappointment of Mr. Gopi Krishna Malviya and Mr. Hari Mohan Kapoor as regular Directors on the Board.

Directors' Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956 pertaining to Directors' Responsibility Statement, the Directors confirm :

- i) that in the preparation of the annual accounts, the applicable Accounting Standards had been followed and that no material departures have been made from the same;
- ii) that they have selected such accounting policies and applied them consistently and made judgements and estimates that are 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 loss of the Company for the year under review;
- iii) that they 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; and
- iv) that they have prepared the Annual Accounts on a going concern basis.

Auditors and their Report

M/s Onkar Tandon & Co., Auditors of the Company, is retiring at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

In respect of the observation 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.

Cost Audit

In view of the suspension of manufacturing operations during the year, no records under section 209 (1)(d) of the Companies

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Act, 1956 were required to be maintained. We have secured the approval regarding exemption from the Cost Audit u/s 233B of the Companies Act, 1956, from Ministry of Corporate Affairs, Cost Audit Branch.

Loans and Advances

The Company does not have any subsidiary and no loans and advances have been made by the Company to its associates, as required to be disclosed under Clause 32 of the Listing Agreement with Stock Exchanges.

Personnel

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.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

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.

Stock Exchange Listings

The Equity Shares of your Company are listed at the following Stock Exchanges :

- The Bombay Stock Exchange Limited, Mumbai
- The U P Stock Exchange Association Limited, Kanpur

The Company confirms that it has paid the Annual Listing Fee to the Bombay Stock Exchange Limited and the U P Stock Exchange Association Limited, Kanpur for the financial year 2009-2010.

Acknowledgement

Your Directors appreciate the valuable co-operation extended by the Central and State Government Authorities for their continued assistance, guidance and support. Your Directors are grateful to the Shareholders and general public for their support and confidence reposed in the management.

For and on behalf of the Board of Directors

Place : Kanpur
Dated : 27th July, 2009

R. K. SRIVASTAVA
Director

VCCL LIMITED

CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement, a report on Corporate Governance is given below :

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices & compliance with laws & regulations leading to effective control & management of Company. Good Corporate Governance leads to long term shareholder value & enhances interest of other stakeholders.

The Company's philosophy on Corporate Governance embraces a frame work & implementation of systems & practices with an emphasis on transparency, accountability & integrity.

II. BOARD OF DIRECTORS

Composition of Board

The Board of Directors of the Company, headed by a Non-Executive Chairman, consists of following Directors, all being non-executive, as on 31.03.2009, categorised as indicated under :-

Name	Status	No. of Directorships and Committee Memberships / Chairmanships of other public companies		
		Other Directorships	Committee Memberships	Committee Chairmanships
Mr R K Srivastava	Independent & Non-Executive	1	-	-
Mr R K Chadha	Independent & Non-Executive	4	-	-
Mr. Atul Sharma	Independent & Non-Executive	-	-	-
Mr. M K Kanodia	Independent & Non-Executive	1	-	-
Mr. D R Dogra	Independent & Non-Executive	-	-	-

Note :

Mr. Atul Sharma, Mr. M K Kanodia and Mr. D R Dogra have resigned with effect from 8th April, 2009 and Mr. Gopi Krishna Malviya and Mr. Hari Mohan Kapoor have joined the Board as Additional directors with effect from 8th April, 2009.

Directors' Attendance at Board/Shareholders' Meeting(s)

Four Board Meetings were held during the financial year 2008-09. These meetings were held on 30th June, 2008, 31st July, 2008, 25th October, 2008, and 30th January, 2009. The attendance record of all the Directors at the Board Meeting and the last AGM between 01.04.2008 to 31.03.2009 was as under :

Name	No. of BOD Meetings attended	Attended last AGM
Mr. R K Srivastava	4	Yes
Mr. Atul Sharma	1	No
Mr. R K Chadha	4	Yes
Mr. M K Kanodia	3	Yes
Mr. D R Dogra	1	No

Directors' Remuneration

All Directors, being non-executive, have not been paid any remuneration and sitting fee during the year.

Board Procedure

As per Corporate Policy, most of the statutory and material information are placed before the Board with a view to enable it to discharge efficiently its responsibilities in formulating the strategies and policies for the growth of the Company. The Agenda and other relevant papers were circulated ahead of the scheduled dates of the meetings. Opinions and advice of the Independent & Non-Executive Directors are considered valuable guidance. For specific matters, there exist committees of the directors to deliberate in detail, analyse situations, firm up views & advise the Board on decision making & follow up actions as may be considered appropriate.

III. COMMITTEES OF THE BOARD OF DIRECTORS**Audit Committee**

In compliance with Listing Agreement with Stock Exchanges, the Board of Directors constituted, Audit Committee on 20.03.2003. Composition of the Audit Committee meets all the criteria under the Law. The Committee comprises of following three directors, all being Non-Executive & Independent. It met four times during the financial year 2008-09, on 30th June, 2008, 31st July, 2008, 25th October, 2008 and 30th January, 2009. The attendance of the Audit Committee Members was as under :-

Name	Category	No. of Meeting(s) Attended
Mr. R K Srivastava	Chairman	4
Mr. R K Chadha	Member	4
Mr. Atul Sharma	Member	1

Mr. Sanjeev Kumar, Company Secretary is acting as secretary of Audit Committee with effect from 25th July, 2008.

Note :

Mr. Atul Sharma has resigned as a member of Audit Committee with effect from 8th April, 2009 and Mr. Gopi Krishna Malviya and Mr. Hari Mohan Kapoor have joined as the member of Audit Committee with effect from 8th April, 2009.

Further Mr. R. K Chadha has replaced Mr. R.K Srivastava as Chairman of Audit Committee with effect from 8th April 2009.

The terms of reference of Audit committee mandated by the Board of Directors, which is also in line with the statutory & regulatory requirements, inter-alia, are :

- Review the Company's financial reporting process, the financial statements and financial / risk management policies.
- Review of adequacy of internal control systems.
- Review the adequacy of internal audit function and discussion with internal auditors any significant findings and follow up thereon.
- Review the findings of any internal investigations by the internal auditors into matters of suspected fraud or irregularity.
- Recommending the appointment & removal of external auditors, fixation of audit fee and also approval for payment for and other services.
- Discussion with the management and the external auditors, the audit plan for the financial year and post-audit review of the same.
- Look into the reasons for substantial defaults in the payment to the shareholders and creditors.

Share Transfer & Shareholders'/Investors' Grievance Committee

The Share Transfer & Shareholders' / Investors' Grievance Committee of the Company looks into the matters like transfer/ transmission, issuance of duplicate shares etc. and investigate the investors' complaints and take necessary steps for redressal thereof.

Share Transfer & Shareholders'/Investors Grievance Committee, consisting of following Directors. It met four times during the year 2008-09 on 30th June, 2008, 31st July, 2008, 25th October, 2008 and 30th January, 2009. The attendance of the Members of Share Transfer & Shareholders' / Investors' Grievance Committee was as under :

Name	Category	No. of Meeting(s) Attended
Mr M K Kanodia	Chairman	3
Mr R K Chadha	Member	4
Mr Atul Sharma	Member	1

Note :

Mr. M. K Kanodia and Mr. Atul sharma have resigned as a member of board and Share Transfer & Shareholders' / Investors' Grievance Committee with effect from 8th April 2009. Mr. Gopi Krishna Malviya and Mr. R.K Srivastava have joined as the member of Share Transfer & Shareholders' / Investors' Grievance Committee with effect from 8th April 2009. Further Mr. R.K Srivastava has been appointed as a Chairman of Share Transfer & Shareholders' / Investors' Grievance Committee with effect from 8th April 2009.