

VCCL LIMITED



**TWENTY SEVENTH ANNUAL REPORT
2012-2013**

VCCL LIMITED 27TH ANNUAL REPORT 2012-13

BOARD OF DIRECTORS

RAM KUMAR SRIVASTAVA,	Director
RAVINDRA KUMAR CHADHA,	Director
GOPI KRISHNA MALVIYA,	Director
HARI MOHAN KAPOOR,	Director

COMPANY SECRETARY & COMPLIANCE OFFICER

VIMAL PRASAD GUPTA

AUDITORS

ONKAR TANDON & CO.
Chartered Accountants
Kanpur- 208 001. (U.P.)

REGISTERED OFFICE

C-3, Panki Industrial Estate, Site-I,
Kanpur- 208 022. (U.P.)

ADMINISTRATIVE & COMMERCIAL OFFICE

714, Raheja Chambers,
Nariman Point,
Mumbai – 400 021.

WORKS

Salon,
District – Amethi*.
PIN – 229 127. (U.P.)
(*Earlier known as Chhatrapati Shahuji
Maharaj Nagar District)

REGISTRAR AND SHARE TRANSFER AGENT

ALANKIT ASSIGNMENTS LIMITED
Alankit House, RTA Division,
2E/21, Jhandewalan Extension,
New Delhi – 110 055.

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VCCL LIMITED

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of VCCL Limited will be held on Saturday, 28th September, 2013 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 businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 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. Gopi Krishna Malviya, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Hari Mohan Kapoor, who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 all other applicable provisions, if any, of the Companies Act, 1956, M/s. Onkar Tandon & Co., Chartered Accountants, (Firm Registration No. 000953C) of Kanpur (U.P.), the retiring Auditors, be and are hereby 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 at a remuneration to be fixed by the Board of Directors.”

By Order of the Board of Directors

For VCCL Limited

Vimal Prasad Gupta
Company Secretary &
Compliance Officer

Place: Kanpur

Dated: 28th May, 2013

NOTE(S) :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF / HERSELF. A BLANK FORM OF PROXY IS ENCLOSED WHICH, IF INTENDED TO BE USED, SHOULD BE RETURNED DULLY FILLED, STAMPED AND SIGNED 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 (for Item Nos. 2 & 3) is annexed herewith.
3. The Register of Members and the Share Transfer Books will remain closed from Saturday, the 21st September, 2013 to Saturday, the 28th September, 2013 (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**, Alankit House, 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/queries 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 addresses 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 Dematerialization Request Form (DRF) along with Share Certificates through Depository

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Participant(s) of Central Depository Services (India) Limited (CDSL) for Demat of Shares to M/s Alankit 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 at the time of Annual General meeting.
8. Only Individual Members/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. Gopi Krishna Malviya aged 69 years, is a graduate and a retired Bank Officer and has vast experience of about 47 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 also a member of Audit Committee, Share Transfer & Shareholders/Investors' Grievances Committee of the Company.

Resolution contained at Item No. 2 of the accompanying Notice, is recommended by the Board for your approval.

None of the Directors of the Company except Mr. Gopi Krishna Malviya, are in any way, concerned or interested in the passing of the said resolution.

Item No. 3

Mr. Hari Mohan Kapoor aged 66 years is a graduate and a retired Bank Officer and has vast experience of about 45 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 also a member of Audit Committee & Sub- Committee of Directors of the Company.

Resolution contained at Item No. 3 of the accompanying Notice, is recommended by the Board for your approval.

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

By Order of the Board of Directors
For VCCL Limited

Vimal Prasad Gupta
*Company Secretary &
Compliance Officer*

Place: Kanpur

Dated: 28th May, 2013

VCCL LIMITED

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the Twenty Seventh Annual Report together with Audited Statement of Accounts for the financial year ended 31st March, 2013.

Operations & Working Results

During the year under review, your Company's operation remained suspended & Company has incurred net losses of Rs. 37.45 lacs as compared to Rs. 21.68 lacs in previous year.

Dividend

Due to suspension of operation of the Company your Directors regret their inability to recommend any dividend for the year.

Management Discussion and Analysis Report

The Company is considering various projects and business possibilities.

Corporate Governance

Your Company has been practicing the principles of good corporate governance. The Board of Directors supports 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. Gopi Krishna Malviya & Mr. Hari Mohan Kapoor retire by rotation and, being eligible, offer themselves for re-appointment. Board of Directors recommend their reappointment as Director of the Company.

Directors' Responsibility Statement

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

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) that they have selected such accounting policies and applied them consistently and made judgments 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 losses of the Company for that period;
- c) 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
- d) 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, are 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.

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Cost Audit

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

- BSE Limited, Mumbai.
- U.P. Stock Exchange Limited, Kanpur.

The Company confirms that it has paid the Annual Listing Fee to BSE Limited, Mumbai and U.P. Stock Exchange Limited, Kanpur.

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 also 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

For VCCL LIMITED

Place: Kanpur

Dated: 28th May, 2013

Ravindra Kumar Chadha
Director

Ram Kumar 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 Independent & non-executive, as on 31.03.2013 categorized indicated as under:-

Name	Status	No. of Directorships and Committee Memberships / Chairmanships of other public limited companies		
		Other Directorships	Committee Memberships #	Committee Chairmanships #
Mr. R K Srivastava	Independent & Non-Executive	1	—	—
Mr. R K Chadha	Independent & Non-Executive	3	—	—
Mr. G K Malviya	Independent & Non-Executive	—	—	—
Mr. H M Kapoor	Independent & Non-Executive	—	—	—

In accordance with Clause 49, Memberships/Chairmanships of only Audit Committees and Shareholders'/ Investors' Grievance Committees in all public limited companies whether listed or not (excluding VCCL Limited) have been considered.

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

Four Board Meetings were held during the financial year 2012-13. These meetings were held on 26th May, 2012, 11th August, 2012, 10th November, 2012 and 6th February, 2013. The attendance record of all the Directors at the Board Meeting and the last AGM held on 29th September, 2012 was as under:

Name	No. of BOD Meetings attended	Attended last AGM
Mr. R K Srivastava	4	Yes
Mr. R K Chadha	4	Yes
Mr. G K Malviya	4	Yes
Mr. H M Kapoor	4	Yes

Directors' Remuneration

The details of Remuneration paid to the directors during the year were as under:

Name	Gross Remuneration (Rs.)	Sitting Fee (Rs)	Total (Rs.)
Mr. R K Srivastava	—	—	—
Mr. R K Chadha	—	—	—
Mr. G K Malviya	—	3000.00	3000.00
Mr. H M Kapoor	—	2000.00	2000.00

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, analyze situations, firm up views & advise the Board on decision making & follow up actions as may be considered appropriate.