

VCCL LIMITED



ANNUAL REPORT
2016-2017

BOARD OF DIRECTORS

RAVINDRA KUMAR CHADHA - *Non-Executive Director*
GOPI KRISHNA MALVIYA - *Independent Director*
HARI MOHAN KAPOOR - *Independent Director*
ASTHA CHATURVEDI - *Independent Director*

CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER

KRISHAN NARAIN PANDEY (CEO)
GOPAL SWAROOP SAXENA (CFO)

COMPANY SECRETARY & COMPLIANCE OFFICER

KETAN 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,
213, Nariman Point,
Mumbai – 400 021.

WORKS

Salon, District – Amethi.
PIN – 229 127 (U.P.)

REGISTRAR AND SHARE TRANSFER AGENT

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

CONTENTS

Page No.(s)

Notice	2-7
Boards' Report	8-25
Corporate Governance Exemption Certificate	26
CEO & CFO Certification	27
Statement on Impact of Audit Qualifications	28
Auditors' Report & Annexures	29-33
Balance Sheet	34
Statement of Profit and Loss	35
Notes forming part of the Balance sheet and Statement of Profit and Loss	36-40
Cash Flow Statement	41
Proxy Form	43

NOTICE

NOTICE is hereby given that Thirty First Annual General Meeting (AGM) of the Members of VCCL Limited will be held on Saturday, the 23rd September, 2017 at 11:00 A.M. at C-10, Panki Industrial Estate, Site-II, Kanpur-208022 (UP) to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017, reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ravindra Kumar Chadha (DIN 01032405), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Statutory Auditor 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) and re-enactment thereof for the time being in force), and subject to ratification by members every year, M/s Rahul Satya & Co., Chartered Accountants (FRN 014380C) of Kanpur be and is hereby appointed as Statutory Auditors of the Company, for period of five years i.e. to hold office from conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting related to the Financial Year 2021 – 22 at such remuneration as may be decided by the Board of Directors of the Company and/or any Committee thereof.”

SPECIAL BUSINESS

4. To give on lease certain plant, machinery or equipments to LML Ltd. (related party) and 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 188 of Companies Act, 2013 and the rules made there under and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof for the time being in force), the consent of members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to give on lease certain plant, machinery and equipments owned by the Company to LML Ltd. for a period of 11 months from 11th October, 2017 on a monthly rent upto Rs. 2,50,000/- p.m. as may be mutually agreed and approved by the Board of Directors of the Company.
RESOLVED FURTHER THAT the Board be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to execution of lease deed, documents and/or agreement(s).”

By Order of the Board of Directors
For VCCL Limited

Place : Kanpur

Dated : 15.05.2017

KETAN GUPTA

Company Secretary

(Membership No: ACS - 38325)

NOTE(S):

1. **A member entitled to attend and vote at the Annual General Meeting (herein after referred as “the meeting”) is entitled to appoint a proxy to attend and vote instead of himself and that proxy need not be a member of the Company.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company, duly completed and signed not less than forty-eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through Electronic voting system and the Company is providing facility for voting through electronic means. Instructions and other related information for e-voting is provided herein below. Further the Company will also send communication relating to remote e-voting which inter alia would contain details about user ID and password along with copy of this Notice to the members separately.
3. Information as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial standard-2 regarding re-appointment of Mr. Ravindra Kumar Chadha and Statement u/s 102(1) of the Companies Act, 2013 (for Item No. 4) is appended herein below.
4. Information as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial standard-2 regarding re-appointment of Mr. Ravindra Kumar Chadha is as under:-

Mr. Ravindra Kumar Chadha (DIN: 01032405), age 65 years, is a Commerce Graduate. He has substantial experience of about 42 years in Accounts and Finance.

The Company has received from Mr. Ravindra Kumar Chadha:

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

He does not receive any remuneration from the Company. He does not hold any shares of the Company but he is a member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Sub Committee of Directors of your Company.

He is also Director in (i) Acme Investments Ltd. (ii) Aradhna Holdings Ltd. (iii) LML Holdings Ltd. with 2.99% shareholding.

None of the Directors, Key Managerial Personnel (KMP) and any relative of the Directors of the Company and their relatives except Mr Ravindra Kumar Chadha (DIN: 01032405) himself are, in any way concerned or interested in passing of the said resolution.

No Remuneration or Sitting fees was paid to him during the FY 2016-17 and No remuneration or Sitting fees is payable during the Financial Year 2017-18. He attended all the Four (4) Meetings of the Board of Directors of the Company.

The Board of Directors recommends the resolution, as set out for approval of the shareholders.

5. Pursuant to the section 91 of the Companies Act, 2013 (herein after referred as “the Act”) the Register of Members and the Share Transfer Books will remain closed from Wednesday, the 13th September, 2017 to Saturday, the 23rd September, 2017 (both days inclusive).

VCCL LIMITED

6. All documents referred to in accompanying Notice and Statement pursuant to section 102 of the Act shall be open for inspection at the registered office of the Company during the office hours on all working days between 10:00 A.M. to 3:00 P.M. upto the date of conclusion of the meeting.
7. Members can inspect the register of director and key managerial personnel and their shareholding, required to be maintained under section 170 of the Act and Register of Contract and Arrangement in which Directors are interested, maintained under section 189 of the Act during the course of the meeting at the venue.
8. Members wishing to seek further information or clarification on the Annual Accounts or operations of the Company at the Meeting are requested to send their queries in writing at least a week in advance of the date of the Meeting addressed to the Company Secretary at C-10, Panki Industrial Estate, Site II, Kanpur – 208022 (U.P.)
9. Only individual members/shareholders, holding shares in physical form who wish to nominate a person under section 72 of the Act, may furnish us required details in the prescribed Form SH-13, which is available on demand. In respect of shares held in electronic/ demat form, the members may please contact their respective Depositories Participants (DPs).
10. Members/ Proxies should bring their copies of Annual Reports and Attendance Slips duly filled in, for attending the meeting. Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the meeting pursuant to section 113 of the Act.
11. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of meeting and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective DP's accounts, which will be periodically downloaded from CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Act read with rule 11 of the Companies (Accounts) Rules, 2014. The Notice of the meeting and the copies of Audited Financial Statements, Boards' Report, Auditors' Report etc. will also be displayed on the website www.vcclindia.com of the Company. All the members are requested to ensure to keep their e-mail addresses updated with the DP's or by writing to the Registrar and Share Transfer Agent of the Company at e-mail address info@alankit.com quoting their folio number(s) or their DP/CLIENT IDs.
12. 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 to the Company.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA of the Company i.e. M/s Alankit Assignments Ltd., for consolidation in one folio.
14. Information and other instructions relating to e-voting are as under:
 - I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 19th September, 2017 (9:00 am) and ends on 22nd September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 15th September, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "VCCL LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vccl.scrutinizer@lml.co.in with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of the Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s)] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Meeting :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
--	----------------	---------------------
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VCCL LIMITED

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or Contact the following:
Mr. Abhishek Mishra
Assistant Manager
National Securities Depository Limited
Tel. No.: 011-23353814/815 or calls on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on the **cut-off date i.e. 15th September, 2017**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 15th September, 2017**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
- XII. The Board of Directors of the Company has appointed Mr. Ambreesh Srivastava, Practicing Company Secretary (FCS No. 26884, CP No. 9676) having address at 104A/ 244C, Ram Bagh, Kanpur – 208 012, as the Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- XIII. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.vcclindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Shares of the Company are listed i.e. BSE

STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF MEETING PURSUANT TO SECTION 102 OF THE ACT:**STATEMENT PURSUANT TO SCHEDULE V OF THE ACT, SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:****Item No. 4**

The Company has given on lease certain plant, machinery and equipments w.e.f 12th November, 2016 for 11 months, owned by the Company to LML Ltd. which is a related party.

Pursuant to the provisions of Section 188 and rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) of the Act, it has become mandatory to take prior approval of shareholders by Special Resolution to enter into transaction with related party. Shareholders' approval is sought to renew the lease with LML Ltd. w.e.f. 11th October, 2017 onwards on such terms and conditions as may be mutually agreed by both the parties.

None of the Directors, Key Managerial Personnel (KMP) and any relative of the Directors and their relatives of the Company is in any way, concerned or interested in passing of the said resolution as set out in resolution at item no. 4.

Name of the Related Party	LML Limited
Name of the Director or KMP who is related, if any.	NIL
Nature of Relationship	Promoter Company
Nature, Material Terms, Monetary Value and particulars of the contract or arrangement	Lease of certain plant, machinery and equipments to LML Ltd. w.e.f 11 th October, 2017 for 11 months on monthly rent of upto Rs. 2,50,000/- as may be mutually agreed and approved by the Board of Directors of the Company.
Any other information relevant or important for the members to take a decision on the proposed resolution.	One of the employee of LML Ltd. is a Director of the Company.

By Order of the Board of Directors
For VCCL Limited

Place : Kanpur
Dated : 15.05.2017

KETAN GUPTA
Company Secretary
(Membership No: ACS - 38325)

VCCL LIMITED

BOARDS' REPORT

To,
The Members

Your Directors have pleasure in presenting the Thirty First Annual Report together with Audited Financial Statement for the Financial Year ended 31st March, 2017. This Board Report pertains to Financial Year that commenced from April 01, 2016; the contents herein are governed by the relevant provisions/ sections/ rules of Companies Act, 2013 and Regulations of SEBI (LODR) Regulations, 2015 effective from 1st December, 2015.

Financial Results

During the year under review, your Company's operations remained suspended & Company has incurred net loss of Rs. 16.60 Lakhs as compared to Rs. 6.44 Lakhs in previous year.

Dividend

Due to suspension of operations, 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

Our Company is exempt from the compliances of Corporate Governance since it is not Applicable on the Company as per Regulation 15 of SEBI (LODR) Regulations, 2015.

Audit Committee

The Board of Directors has an Audit Committee with a composition as specified in the Section 177 of the Companies Act, 2013 and Regulations 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Board has accepted recommendations of the Committee on all matters.

Directorate

Mr. Ravindra Kumar Chadha (DIN: 01032405), Director of the Company whose office is liable to retire by rotation and being eligible, offers himself for re-appointment as a Director of the Company.

During the year under review, there is no change in the Board of Directors

All the Independent Directors have submitted their declaration of independence, as required under section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015.

Whole Time Key Managerial Personnel (KMP)

In pursuance of the compliance of Section 203 of the Companies Act, 2013, the following persons have been designated as Whole Time Key Managerial Personnel of the Company:-

1. Mr. Krishna Narain Pandey – Chief Executive Officer
2. Mr. Ketan Gupta – Company Secretary
3. Mr. Gopal Swaroop Saxena – Chief Financial Officer

During the year under review, there is no change in the Whole Time Key Managerial Personnel of the Company.

Particulars of Loan, guarantees or investments

No loan, guarantee or investment was made during the year by the Company under Section 186 of the Companies Act, 2013.

Risk Management Policy

The Company evaluates its internal financial controls and risk management systems via Audit Committee of the Board which meets quarterly and submits its report to the Board.