

To,

**Mr. Ravindra Kumar Chadha**  
(Chairman of the Meeting)

**28<sup>th</sup> Annual General Meeting** of the Equity Shareholders of **VCCL Limited** held on **27<sup>th</sup> September, 2014** at **C-10, Panki Industrial Estate, Site-II, Kanpur – 208 022 (U.P.)**

Dear Sir,

- I, **Ambreesh Srivastava (ACS 26884)**, have been appointed as Scrutinizer by
  - the Board of Directors of the Company for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s);
  - the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s).
- The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and poll, on the resolutions contained in the Notice of 38<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and poll at the AGM is restricted to presenting a Scrutinizer's report of the votes cast in favour or against the resolutions stated above, based on the reports generated from the e-voting system provided by the Karvy Computershare Pvt. Ltd., the authorized agency engaged by the Company and poll conducted by me.
- I have issued separate Scrutinizer's Report dated 24.09.2014 on the e-voting and separate Scrutinizer's Report dated 27.09.2014 on the poll, on the resolution contained in the Notice to the AGM. As requested by the Management, I submit herewith my combined report on the results of e-voting together with the poll as under:-

Item No. in the Notice	Total valid votes (shares)	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		No. of persons voted	% of total no. of valid votes cast	No. of persons voted	% of total no. of valid votes cast	
Item No.1 Ordinary Resolution for adoption of Financial Statements for the financial year 2013-14`	2881230	42	100.00%	Nil	Nil	Nil
Item No.2 Ordinary Resolution for re-appointment of Mr. Ravindra Kumar Chadha (DIN:01032405) as a director	2881230	42	100.00%	Nil	Nil	Nil



*[Handwritten signature]*

Item No. in the Notice	Total valid votes (shares)	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		No. of persons voted	% of total no. of valid votes cast	No. of persons voted	% of total no. of valid votes cast	
Item No.3 Ordinary Resolution for appointment of M/s. Onkar Tandon & Co., Chartered Accountants, (Firm Registration No. 000953C) as Statutory Auditors of the Company	2881230	42	100.00%	Nil	Nil	Nil
Item No.4 Special Resolution for appointment of Mr. Gopi Krishna Malviya (DIN:02605801) as an Independent Director of the Company	2881230	42	100.00%	Nil	Nil	Nil
Item No.5 Special Resolution for appointment of Mr. Hari Mohan Kapoor (DIN:02605905) as an Independent Director of the Company	2881230	42	100.00%	Nil	Nil	Nil
Item No.6 Special Resolution to authorize the Board of Directors to give on lease certain plant, machinery and equipments to LML Ltd. for a period of 11 months from 14 <sup>th</sup> January, 2015	1345230	41	100.00%	Nil	Nil	Nil

Place: Kanpur  
Date: 27.09.2014

For Ambreesh Srivastava & Associates  
Company Secretaries



Ambreesh Srivastava  
(ACS 26884)