

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,  
Chairman  
29<sup>th</sup> Annual General Meeting of the Equity Shareholders of VCCL Limited  
held on 29<sup>th</sup> September, 2015 at C-10, Panki Industrial Estate, Site-II, Kanpur – 208 022 (U.P.)

Dear Sir,

I, Ambreesh Srivastava, Practicing Company Secretary (ACS No. 26844, CP No. 9676), have been appointed as Scrutinizer for the purpose of remote e-voting as well as the poll taken on the below mentioned resolution(s), at the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of VCCL Limited, held on 29<sup>th</sup> September, 2015 at C-10, Panki Industrial Estate, Site-II, Kanpur – 208 022 (U.P.). We submit our report as under:-

1. The remote e-voting period remained open from 25<sup>th</sup> September, 2015 upto 5:00 p.m. of 29<sup>th</sup> September, 2015 (both days inclusive);
2. The shareholders holding shares as on cut-off date 19<sup>th</sup> September, 2015 were entitled to vote on the proposed resolutions;
3. The votes were unblocked in the presence of two witnesses who are not in the employment of the Company. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting portal of Karvy Computershare Pvt. Ltd.;
4. At the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me;
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s Alankit Assignments Ltd., Registrar and Transfer Agency of the Company and the authorization/ proxies lodged with the Company;
6. I did not find any poll papers invalid;
7. The Consolidated results of remote e-voting as well as of the ballot held at the AGM are as under:-

(a) **Resolution No. 1:** Ordinary Resolution for adoption of Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2015 along with Boards' and Auditors' Reports

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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e-voting	Nil	Nil	0
Ballot	36	2881200	100%
Total	36	2881200	100%

(ii) Voted **against** the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	Nil	Nil	0
Total	Nil	Nil	0

(iii) **Invalid** Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(b) **Resolution No. 2:** Ordinary Resolution for re-appointment of Mr. Ravindra Kumar Chadha (DIN:01032405) as a director

(i) Voted **in favour** of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	36	2881200	100%
Total	36	2881200	100%

(ii) Voted **against** the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	Nil	Nil	0
Total	Nil	Nil	0

(iii) **Invalid** Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(c) **Resolution No. 3:** Ordinary Resolution for ratification of appointment of M/s Onkar Tandon & Co., Chartered Accountants, (Firm Registration No. 000953C) of Kanpur as Statutory Auditors of the Company;

(i) Voted **in favour** of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	36	2881200	100%



Total	36	2881200	100%
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(ii) Voted **against** the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	Nil	Nil	0
Total	Nil	Nil	0

(iii) **Invalid** Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(d) **Resolution No. 4:** Ordinary Resolution for appointment of Mrs. Sudeepti Srivastava (DIN:06979356) as an Independent Director of the Company;

(i) Voted **in favour** of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	36	2881200	100%
Total	36	2881200	100%

(ii) Voted **against** the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	Nil	Nil	0
Total	Nil	Nil	0

(iii) **Invalid** Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(e) **Resolution No. 5:** Special Resolution for approval of any transactions with LML Ltd., covered under the category of Related Party Transactions;

(i) Voted **in favour** of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	32	1344900	100%
Total	32	1344900	100%

(ii) Voted **against** the resolution:



Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	Nil	Nil	0
Total	Nil	Nil	0

(iii) Invalid Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(f) **Resolution No. 6:** Special Resolution for approval to give on lease certain plant, machinery or equipments to LML Ltd. (related party);

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	32	1344900	100%
Total	32	1344900	100%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	Nil	Nil	0
Total	Nil	Nil	0

(iii) Invalid Votes:

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(g) **Resolution No. 7:** Special Resolution for authorization of Board of Directors to borrow monies as may be necessary;

(i) Voted in favour of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	36	2881200	100%
Total	36	2881200	100%

(ii) Voted against the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



e-voting	Nil	Nil	0
Ballot	Nil	Nil	0
Total	Nil	Nil	0

(iii) **Invalid Votes:**

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

(h) **Resolution No. 8:** Special Resolution for authorization of Board of Directors to create mortgages/ charges as may be necessary;

(i) Voted **in favour** of the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	36	2881200	100%
Total	36	2881200	100%

(ii) Voted **against** the resolution:

Type of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	Nil	Nil	0
Ballot	Nil	Nil	0
Total	Nil	Nil	0

(iii) **Invalid Votes:**

Type of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
e-voting	Nil	Nil
Ballot	Nil	Nil
Total	Nil	Nil

8. A compact disc (CD) containing a list of Equity Shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The register, ballot papers and all other relevant records relating to remote e-voting were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Place: Kanpur  
Date: 29.09.2015



Yours Faithfully

Ambreesh Srivastava  
Company Secretary  
(ACS 26884)