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**NOTICE**

NOTICE is hereby given that thirtieth Annual General Meeting of the Members of VCCL Limited will be held on Thursday, the 29<sup>th</sup> September, 2016 at 3:00 P.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 31<sup>st</sup> March, 2016, 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 ratify the appointment of 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 thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force) and the resolution passed by the members at their 28<sup>th</sup> AGM held on 27<sup>th</sup> September 2014, the appointment of M/s Onkar Tandon & Co., Chartered Accountants, (Firm Registration No. 000953C) of Kanpur be and is hereby ratified, as Statutory Auditor of the Company, for the financial year 2016-17 at a remuneration as may be fixed by the Board of Directors and/or any Committee thereof.”

**SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment of Ms. Astha Chaturvedi (DIN 07297535) as an Independent Woman Director of the Company as a **Ordinary Resolution**:  
“**RESOLVED THAT** Ms. Astha Chaturvedi (DIN 07297535), who was appointed as an Additional Director (Independent) by the Board w.e.f. 9<sup>th</sup> October, 2015 under the provisions of section 161(1) of the Companies Act, 2013 and whose terms of office expire at the upcoming Annual General Meeting and in respect of whom the recommendation has been made by the Nomination & Remuneration Committee proposing her candidature for the office of Director and pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under and Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, be and is hereby appointed as an Independent Woman Director of the Company w.e.f. 09.10.2015 who shall not be liable to retire by rotation and to hold office for a term upto 08.10.2020 on the terms & conditions as set out in the letter of appointment dated 09.10.2015.  
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
5. 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 the Companies Act, 2013 and the rules made there under and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory 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 12<sup>th</sup> November, 2016 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 is 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 : 16.05.2016

**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 to 5) 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 are as under:-  
Mr. Ravindra Kumar Chadha (DIN: 01032405), age 64 years, is a Commerce Graduate. He has substantial experience of about 41 years in Accounts and Finance.

The Company has received the following 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 and 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 during the FY 2015-16 and No remuneration or Sitting fees is payable during the FY 2016-17. He attended all the Five (5) 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 Thursday, the 22<sup>nd</sup> September, 2016 to Thursday, the 29<sup>th</sup> September, 2016 (both days inclusive).
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 AGM.
7. Members can inspect the register of Directors and Key Managerial Personnel and their shareholding, required to be maintained under section 170 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 AGM 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 AGM 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 AGM and the copies of Audited Financial Statements, Directors' Report, Auditors' Report etc. will also be displayed on the website [www.vcclindia.com](http://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](mailto: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, read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules"), as amended and Regulation 44 of the SEBI(LODR) Regulations, 2015 the Company has made necessary arrangements with Karyv Computershare Pvt. Ltd. to provide facility of e-voting to the members. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- (ii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iii) 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.
- (iv) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the **cut-off date i.e. 17<sup>th</sup> September, 2016**.
- (v) 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 i.e. 17<sup>th</sup> September, 2016** shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (vi) Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the **Cut-off date i.e. 17<sup>th</sup> September, 2016**, may obtain the User ID and password in the manner as mentioned below:
  - (a) If e-mail address or mobile number of the member is registered against Folio No. or DP ID/ Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot password” and enter Folio No. or DP ID/ Client ID and PAN to generate a password.
  - (b) Member may call Karvy's Toll free No. 1-800-3454-001 or 040-67161500.
  - (c) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).
- (vii) The remote e-voting facility will be available during the following period  
Commencement of remote e-voting: 25<sup>th</sup> September, 2016  
End of remote e-voting: Upto 05:00 p.m. on 28<sup>th</sup> September, 2016  
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
- (viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizers's report shall be placed on the website of the Company [www.vcclindia.com](http://www.vcclindia.com) and on the website of the Karvy [www.evoting.karvy.com](http://www.evoting.karvy.com). The results shall simultaneously be communicated to the Stock Exchanges.
- (ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 29<sup>th</sup> September, 2016.

**A. FOR MEMBERS WHO RECEIVE NOTICES THROUGH E-MAIL:**

- i. Use the URL for E-Voting: <https://evoting.karvy.com>
- ii. Enter the login credentials i.e., user ID and password as mentioned in your e-mail or provided below/ at the bottom of attendance slip and click on “LOGIN”. The E-Voting Event Number + Folio No. or DP ID/ Client ID will be your User ID.
- iii. You will reach the Password change menu. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@,#,\$,etc.). **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- iv. You need to login again with the new credentials.
- v. On successful login, select EVENT i.e., VCCL Limited for Annual General Meeting
- vi. On the voting page, the number of shares (which represents number of votes) as on the cut-off date will appear. If desire to cast all the votes assenting/ dissenting to the resolution, then enter all shares and click “FOR/AGAINST” as the case may be or partially in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed the total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- vii. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- viii. Cast your vote by selecting an appropriate option and click on “SUBMIT”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. **Once you confirm, you will not be allowed to modify or cancel your vote subsequently.** During the voting period, shareholders can login any

number of times till they have voted on the resolution.

- ix. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG) of the Board resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer at e-mail id: [vccl.scrutinizer@lml.co.in](mailto:vccl.scrutinizer@lml.co.in). They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "VCCL\_Event No."
- x. In case of any query connected with voting by electronic mean members may contact the following:  
Mr Varghese P A  
Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500 032  
E-mail : [evoting@karvy.com](mailto:evoting@karvy.com)  
Tel : 040 - 67161500

**B. FOR MEMBERS WHO RECEIVE THE NOTICES IN PHYSICAL FORM:**

- Members who are in receipt of notices in physical form, may opt for e-voting, for which the INITIAL USER ID and PASSWORD are provided below/ at the bottom of the attendance slip.
  - Please follow all steps from Sl. No. (i) to (ix) above to vote through e-voting platform.
- xi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel. No. 1800 345 4001 (toll free).
- xii. If you are already registered with Karvy for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- xiii. 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).

The voting rights of shareholders shall be in proportion to their no. of shares as on cut-off date i.e. 17<sup>th</sup> September, 2016.

**STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF ANNUAL GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Statement pursuant to Schedule V of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial standard-2:**

**Item No. 4**

Ms. Astha Chaturvedi (DIN: 07297535) was appointed as an Additional Director (Independent) of the Company by the Board on and w.e.f. 9<sup>th</sup> October, 2015 under the provisions of the Companies Act, 2013 and whose terms of office will expire at the Annual General Meeting.

The Company has received a recommendation from the Nomination & Remuneration Committee proposing her candidature for appointment.

The Company has received:

- (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 she is not disqualified under sub section (2) of section 164 of the Companies Act, 2013, and
- (iii) a declaration to the effect that she meets the criteria of independence as in sub-section (6) of Section 149 of the Companies Act, 2013 from the Directors.

She does not hold any Equity Shares of the Company and will not be paid any sitting fee.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and are independent of the Management. None of the Directors, Key Managerial Personnel and their relatives except herself, in any way, concerned or interested in passing of the said resolution as set out in item no. 4.

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

**INFORMATION REQUIRED UNDER SEBI (LODR) REGULATIONS 2015 REGARDING RE-APPOINTMENT OF DIRECTORS**

Name	Ms. Astha Chaturvedi
Date of Birth	11.09.1988
Date of Appointment on Board	09.10.2015
Qualification & Experience	Company Secretary in Public Company having about 1 years of experience in respective field.
Directorship held in other public Companies (excluding foreign and private Companies)	Nil
Membership/Chairmanship of Committee of other public Companies (Includes only Audit Committee and Stakeholder Relationship Committee)	Nil
Number of Shares Held	Nil
Relationship between Directors	N.A.

**Item No. 5**

The Company has given on lease certain plant, machinery and equipments w.e.f 13<sup>th</sup> December, 2015 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 Statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013, 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. 12<sup>th</sup> November, 2016 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. 5

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 12 <sup>th</sup> November, 2016 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 : 16.05.2016

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