

# **VHCL INDUSTRIES LIMITED**

CIN: L27200DN1991PLC000449

**24<sup>TH</sup> ANNUAL REPORT**

**2014-2015**

VHCL INDUSTRIES LIMITED

BOARD OF DIRECTORS

Mr. Pankaj H. Valia	-	Chairman and Managing Director
Mr. Ashish S. Pandare	-	Director
Mr. Mandar Subhash Palav	-	Director
AUDITORS	:	M/s. Rakesh R. Agrawal & Associates (Chartered Accountants)
BANKERS	:	State Bank of India Central Bank of India Bank of India
REGISTERED OFFICE	:	Survey No. 285, Gala No.II, Main Khanvel Kherdi Road, Village Kherdi, Silvasa - 396230, U.T. of Dadra & Nagar Haveli. Tel./Fax: 0260-2677915 E-mail: <a href="mailto:cs@vhcl.co.in">cs@vhcl.co.in</a> Web: <a href="http://www.vhcl.co.in">www.vhcl.co.in</a>
CORPORATE OFFICE	:	701, Dev Plaza, Opp. Andheri Fire Bridge, Near Radha Krishna Hotel, S. V. Road, Andheri (West), Mumbai – 400 058. Tel.: 022-61643200, Fax: 022-61643232
REGISTRARS & TRANSFER AGENTS	:	LINK INTIME INDIA PRIVATE LIMITED Unit: VHCL Industries Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078. Ph.: 022-25963838 /25946970; Fax: 022-25946969 Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>

**NOTICE**

Notice is hereby given that the **Twenty Forth Annual General Meeting (AGM)** of the Members of **VHCL Industries Limited** will be held on **Monday, the 21<sup>st</sup> day of September, 2015 at 10:00 A.M.** at the Registered Office of the Company at Survey No. 285, Gala No. II, Main Khanvel Kherdi Road, Village Kherdi, Silvassa 396230, U.T. of Dadra & Nagar Haveli to transact the following business:

**Ordinary Business:**

1. To review, consider and adopt the Audited Balance Sheet as at March 31, 2015 and Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Statutory Auditors and fix their remuneration and in this regard 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 and other applicable provisions of the Companies Act, 2013 and Rules made there under and pursuant to the recommendation of the Audit Committee of the Board of Directors M/s. Rakesh R. Agarwal & Associates, Chartered Accountants (Firm Registration No. 119168W), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29<sup>th</sup> Annual General Meeting (AGM) of the Company (Subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

**Special Business:**

3. Sale of Specified Business / Assets to Prospective Buyer(s)

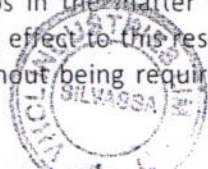
To consider and if thought to fit to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013 other applicable provisions, if any, of the Companies Act, 2013, and relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being force), and the enabling provisions in the Memorandum and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (the "Board", which term shall be deemed to include any duly constituted committee thereof) to sell, assign, transfer, convey and deliver the Business / Assets as mentioned below, as a whole or in parts, to prospective buyer(s) for an appropriate consideration.

Business / Assets to be sold

Free hold land at Sanjan;  
Wind Mills power generation Plants at Rajasthan."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government / Quasi Government authorities, lenders, Financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or



approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects."

Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company

To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the Special Resolution No. 11 passed at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014, and pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, the Company hereby approves that the Register and Returns required to be maintained under Sections 88 and 92 of the Act, and other related books be kept at the Company's Corporate Office at 701, Dev Plaza, S. V. Road, Opp. Andheri Fire Bridge, Near Shopper's Stop, Andheri(West), Mumbai - 400 058.

5. Alteration of Articles of Association:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provision of Section 14 and other applicable provisions, if any, of Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association, draft whereof was placed in the Board Meeting and was initialed by the Chairperson for the mark of identification and the new Articles of Association is be and is hereby approved and adopted as the Articles of Association of the company in place and in substitution of the existing Articles of Association."

**"RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

By Order of the Board  
For VHCL Industries Limited



*Pankaj H. Valia*  
Pankaj H. Valia  
Managing Director

Date : 30/07/2015  
Place : Mumbai