

AN ISO 9001 COMPANY

Calcom



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1999-2000



CALCOM VISION LTD.

CALCOM VISION LIMITED

BOARD OF DIRECTORS

Shri S.K. MALIK - Chairman
Shri AIJAZ GHAFAR - Managing Director
Shri VIVEK NARANG - Jt. Managing Director
Shri M.K. VENKATACHALAM
Shri KERSI H. VACHHA
Shri C.S. AGGARWAL
Shri S.K. BHATTACHARYA
Shri HAMIDULLA KHAN

AUDITORS

M/s S. PRASHAD & CO.
CHARTERED ACCOUNTANTS
NEW DELHI

BANKERS

STATE BANK OF PATIALA
CANARA BANK
BANK OF INDIA

REGISTERED OFFICE

A-57/1, OKHLA INDUSTRIAL AREA, PHASE-II
NEW DELHI - 110 020

WORKS

B-16, SURAJPUR INDUSTRIAL AREA,
SITE-C, GAUTAM BUDH NAGAR (U.P.)

E-133, MOHALI INDUSTRIAL AREA,
PHASE-VII, MOHALI (PUNJAB)

E-211, SECTOR-17, KAVI NAGAR
INDUSTRIAL AREA, GHAZIABAD (U.P.)

REGISTRAR & TRANSFER AGENTS

ALLIED COMPUTER TECHNIQS PVT. LTD.
FLAT NO. 18, 3RD FLOOR A-BLOCK,
LOCAL SHOPPING COMPLEX, RING ROAD,
NARAINA, NEW DELHI - 110 028

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ANNUAL GENERAL MEETING on FRIDAY THE 22nd SEPTEMBER, 2000 AT 9 A.M.
at KALYAN KENDRA, 9, PASHCHIMI MARG, VASANT VIHAR, NEW DELHI-110057.

To facilitate registration, an ATTENDENCE SLIP is enclosed with this report. Shareholders attending the AGM are required to bring it with them and hand it over at the venue.

CHAIRMAN'S MESSAGE

It gives me no pleasure to mention that the downslide in the company's profitability continued unabated in the year 1999-2000, though the turnover registered about 11% increase over the previous year. The B&W T.V. market had a negative growth. On the one hand the intense competition exerted tremendous pressure on the selling prices and on the other hand the incidence of sales tax and the prices of raw material and components particularly of picture tubes and plastic materials went up significantly and a substantial part of which had to be borne by the company thereby leaving practically no margin on sale of B&W T.V. sets. The sales of color TV (14") were also affected due to shortage in the supply of color picture tubes coupled with increase in the picture tube prices. You are aware that we are the OEM suppliers of both B&W and Color TV sets. Our customers though of reputed 'Brands' were also hit by the stiff market conditions and resorted to frequent price cuttings to maintain their market share and were not willing to bear the full impact of cost increase in the raw material, components and other overheads.

Besides keeping a close watch over our cost we have been taking from time to time various measures to increase our strength and improve the profitability. Efforts are continuously being made to expand our customer base. Launching of 21" CTV in new cabinets with new chassis in the current year will facilitate achieving increased turnover and an expanded customer base for both B&W & CTV sets. We have launched a state of the art Power Inverter and the necessary marketing arrangement are being made. Other new products like Electronics Ballast (different models) and Emergency Light are also being launched in the current year.

We have carried out significant restructuring and reorganization in our operations and the process is still continuing. We are also moving towards the profit center concepts in right earnest and the experience world over with profit centre concepts has been quite satisfactory. The company has also received ISO 9001 accreditation, which reflects its strength.

I can assure you that your company's management is fully alive to the situation and taking all the necessary measures to ensure a better performance. I have every reason to believe that your company has a bright and prosperous future and your support will continue to be available as in the past.

S.K. Malik
Chairman

NOTICE

Notice is hereby given that the **FIFTEENTH ANNUAL GENERAL MEETING** of the members of **CALCOM VISION LIMITED** will be held on Friday, the 22nd day of September, 2000 at Kalyan Kendra, 9, Pashchimi Marg, Vasant Vihar, New Delhi-110 057 at 9 A.M. to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2000 and Profit and Loss Account for the year ended on that date together with reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. S.K. Malik, who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint a director in place of Mr. C.S. Aggarwal, who retires by rotation and being eligible offer himself for re-appointment.
4. To appoint statutory auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 and all other applicable provisions, if any, of the Companies Act, 1956, read with schedule XIII to the said Act and subject to other applicable approvals, if any, Shri Aijaz Ghaffar be and is hereby re-appointed as Managing Director of the Company for a further period from 4th March, 2000 to 4th May, 2003 i.e upto his attaining the age of 60 years on the terms & conditions as to the remuneration and perquisites as mentioned below:

REMUNERATION**(a) Salary**

Rs. 45,000 per month in the scale of Rs.40,000 - Rs.60,000 per month with annual increments as to be decided by the Board of Directors from time to time.

(b) Commission

The Managing Director shall be entitled to such percentage of commission on profits computed in accordance with The Companies Act, 1956 as may be decided by the Board of Directors from time to time.

(c) Perquisites

The Managing Director shall be entitled to perquisites including furnished accommodation or house rent in lieu thereof, Gas, Electricity, Water and Furnishings or reimbursements in lieu thereof, Medical Reimbursement and Leave Travel Concession for self and family, Club Fees, Premium on Medical and Personal Accident Insurance etc., as per rules of the Company. The total of such perquisites being restricted to twice the annual salary and shall be evaluated as per Income tax Rules, wherever applicable and in absence of any such rule perquisites shall be evaluated at actual cost.

OTHER PAYMENTS AND PROVISIONS**(i) Contribution to Superannuation Fund and Provident Fund.**

Contribution towards Provident Fund, Pension/Super-annuation Fund shall not exceed the limits as laid down in the Income Tax Rules, 1962 and shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

(ii) Gratuity

Gratuity shall be payable as per Gratuity Act, 1972.

(iii) Car

Provision of Chauffeur Driven car for use on Company's business shall not be considered as a perquisite.

(iv) Telephone

Provision of telephone at residence will not be considered as a perquisite but personal long distance calls shall be billed by the Company.

(v) Entertainment Expenses

Reimbursement of entertainment expenses actually and properly incurred for the business of the Company not to be considered as perquisite.

(vi) Office at Residence

An office at residence of the Director shall be maintained at the company's cost to facilitate the working of the Company.

Minimum Remuneration

In the event of loss, absence or inadequacy of profits in any financial year during the tenure of Shri Aijaz Ghaffar, the remuneration aforesaid shall be the minimum remuneration payable to him. However, any excess over the limits on minimum remuneration prescribed under The Companies Act, 1956, shall become payable to Mr. Aijaz Ghaffar with the approval of the Central Government, if so required.

Shri Aijaz Ghaffar will not be entitled to sitting fees for attending meetings of the Board or Committees thereof.

6. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 198, 269, 309 and 310 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the appointment of Shri Vivek Narang as Joint Managing Director for a period 5 years with effect from 1st March, 2000 upon the terms & conditions as to the remuneration and perquisites as mentioned below:

REMUNERATION**(a) Salary**

Rs. 40,000 per month in the scale of Rs. 35,000 - Rs.55,000 per month with annual increments as to be decided by the Board of Directors from time to time.

(b) Commission

The Joint Managing Director shall be entitled to such percentage of commission on profits computed in accordance with The Companies Act, 1956 as may be decided by the Board of Directors from time to time.

(c) Perquisites

The Joint Managing Director shall be entitled to perquisites including furnished accommodation or house rent in lieu thereof, Gas, Electricity, Water and Furnishings or reimbursements in lieu thereof, Medical Reimbursement and Leave Travel Concession for self and family, Club Fees, Premium on Medical and Personal Accident Insurance etc., as per rules of the Company. The total of such perquisites being restricted to twice the annual salary and shall be evaluated as per Income tax Rules, wherever applicable and in absence of any such rule perquisites shall be evaluated at actual cost.

OTHER PAYMENTS AND PROVISIONS**(i) Contribution to Superannuation Fund and Provident Fund.**

Contribution towards Provident Fund, Pension/Super-annuation Fund shall not exceed the limits as laid down in the Income Tax Rules, 1962 and shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

(ii) Gratuity

Gratuity shall be payable as per Gratuity Act, 1972.

(iii) Car

Provision of Chauffeur Driven car for use on Company's business shall not be considered as a perquisite.

(iv) Telephone

Provision of telephone at residence will not be considered as a perquisite but personal long distance calls shall be billed by the Company.

(v) Entertainment Expenses

Reimbursement of entertainment expenses actually and properly incurred for the business of the Company not to be considered as perquisite

(vi) Office at Residence

An office at residence of the Director shall be maintained at the company's cost to facilitate the working of the Company.

Minimum Remuneration

In the event of loss, absence or inadequacy of profits in any financial year during the tenure of Mr. Vivek Narang, the remuneration aforesaid shall be the minimum remuneration payable to him. However, any excess over the limits on minimum remuneration prescribed under The Companies Act, 1956, shall become payable to Sh. Vivek Narang with the approval of the Central Government, if so required.

Shri Vivek Narang will not be entitled to sitting fees for attending meetings of the Board or Committees thereof.

7 To consider, and if thought fit, to pass with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered in the following manner:

The following new Article 70A be inserted after the existing Article 70.

70A -DEMATRIALISATION OF SECURITIES**(a) Definitions**

For the purpose of this Article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities & Exchange Board of India,

'Depository' means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration to act as a depository under the Secirity and Exchange Board of India Act, 1992, and

'Security' means such security as may be specified by SEBI from time to time.

(b) Dematerialisation of Securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the provisions of the Depositories Act, 1996 or any amendments thereof.

(c) Issue of Securities and option for investors

Notwithstanding anything contained in these Articles the company shall be entitled to dematerialise its securities under the Depositories Act and offer and issue its securities in the dematerialised form and the Company shall intimate the details of allotment to the depository immediately on allotment of securities.

Investors in a new issue and the beneficial owners shall have the option to rematerialise the shares subsequent to the allotment or dematerialisation, as the case may be, in which event the Company shall issue to the investor/beneficiary the required certificates of securities subject to the provisions of applicable laws, rules, regulations or guidelines.

(d) **Securities in depository mode to be in fungible form**

All securities held in the depository mode with a depository shall be dematerialised and be in fungible form. To such securities held by a depository on behalf of the beneficial owner, nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply.

(e) **Rights of depositories and Beneficial Owners**

- I. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of transfer of ownership of security on behalf of the beneficial owner.
- II. Save as otherwise provided in (a) above, the depository as the registered owner of securities shall not have any voting or other rights in respect of the securities held by it.
- III. Every person holding securities of the Company and whose name is entered as the beneficial owner in the register maintained by a depository shall be deemed to be a member of the Company. The beneficial owner of securities shall alone be entitled to all the rights and benefits and be subject to all liabilities in respect of the securities held by the depository.

(f) **Service of documents**

Notwithstanding anything to the contrary in the Act or these Articles, where securities are held in a depository mode, the records of the beneficial owner may be served by a depository on the Company by means of electronic mode or by delivery of floppies or discs.

(g) **Transfer of securities**

Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered in the Register maintained under the Depositories Act by a depository as beneficial owners.

(h) **Distinctive numbers of securities held in the depository mode**

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held in the depository mode.

(i) **Register and Index of Beneficial Owners**

The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be Register and Index of Members holders of securities for the purpose of these Articles and the Act."

By order of the Board
for CALCOM VISION LIMITED

New Delhi
Dated : 31.07.2000

AJAZ GHAFAR
MANAGING DIRECTOR

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
2. The Share Transfer Books and Register of Members of the Company shall remain closed from 18th September, 2000 to 22nd September, 2000 (both days inclusive).
3. Members are requested to notify to the Company immediately any change in their address, if any, alongwith the PINCODE.
4. Members who have not encashed their Dividend Warrants pertaining to the financial year 1995, 1996 and 1998 may write to the Company's Head Office at A-57/1 Okhla Industrial Area, Phase-II, New Delhi-110 020

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956.****ITEM NO.5**

Mr. Aijaz Ghaffar was appointed as Managing Director w.e.f. 04.03.1995 for a period of five years which expired on 3rd March, 2000 and his re-appointment is being recommended by the Board of Directors for a further period from 4th March, 2000 to 4th May, 2003 i.e. upto his attaining the age of 60 years subject to approval of the shareholders.

The Terms and conditions of re-appointment are as mentioned in the Agenda item of the Notice. An Agreement has also been entered into between the Company and Shri Aijaz Ghaffar in this regard. The remuneration is in accordance with Schedule XIII, Part II of the Companies Act, 1956.

In terms of Articles 154 of the Articles of Association of the Company, Members approval by passing Ordinary Resolution for re-appointment and payment of remuneration to the Director is required. Hence the Board recommends the resolution under item no.5 of the Notice for the approval of Members at this Meeting.

None of the Directors of the Company except Shri Aijaz Ghaffar is concerned or interested in the resolution.

ITEM NO.6

Shri Vivek Narang, a qualified Chartered Accountant was appointed as Executive Director of the Company w.e.f. 3rd February, 1996 for a period of 5 years. The Shareholders in their meeting held on 28th September, 1996 also approved the appointment and terms of remuneration. Shri Vivek Narang has been involved in handling many important functions in the Company. Considering his vast experience and value to the Company, his appointment as Joint Managing Director of the Company for a period of 5 years with effect from 1st March, 2000 is being recommended by the Board subject to approval of the shareholders.

The Terms and conditions of appointment are as mentioned in the Agenda item of the Notice. An Agreement has also been entered into between the Company and Shri Vivek Narang in this regard. The remuneration is in accordance with Schedule XIII, Part II of the Companies Act, 1956.

In terms of Articles 154 of the Articles of Association of the Company, Members approval by passing Ordinary Resolution for appointment and payment of remuneration to the Director is required. Hence the Board recommends the resolution under item no.6 of the Notice for the approval of Members at this Meeting.

None of the Directors of the Company except Shri Vivek Narang is concerned or interested in the resolution.

ITEM NO.7

As per provisions of the Depositories Act, 1996 and that of Depository System, the provisions of the Companies Act, 1956, relating to issue, holding, transfer, transmission of shares and other securities, have been amended to facilitate the Depository System. With this view, it is proposed to amend the Company's Articles of Association, suitably, as set out in the Resolution at Item No.7.

The Directors recommend the resolution for the approval of the shareholders. No Director of the Company is concerned or interested in the said resolution except to the extent of his shareholding.

By order of the Board
for **CALCOM VISION LIMITED**

New Delhi
Dated : 31.07.2000

AIJAZ GHAFAR
MANAGING DIRECTOR

