

***Calcom***

**27<sup>th</sup>**

**Annual Report**

**2011 - 2012**

**CALCOM VISION LTD.**

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**CALCOM VISION LIMITED****BOARD OF DIRECTORS**

Shri S.K. Malik - Chairman & Managing Director  
Shri Aijaz Ghaffar  
Shri S.K. Bhattacharya  
Shri Hamidulla Khan  
Shri Bharat Bhusan Jain

**AUDITORS**

M/s Shanti Prashad & Co.  
Chartered Accountants  
New Delhi

**BANKERS**

State Bank of Patiala  
Canara Bank  
Bank of India  
ICICI Bank Ltd.

**REGISTERED OFFICE**

C-41, Defence Colony  
New Delhi - 110 024

**WORKS**

B-16, Surajpur Industrial Area  
Site-C, Gautam Budh Nagar (U.P.)

**REGISTRAR & TRANSFER AGENTS**

Abhipra Capital Limited,  
Ground Floor-Abhipra Complex,  
Dilkhush Industrial Area,  
A-387, G.T. Karnal Road, Azadpur, Delhi-110033

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**NOTICE**

Notice is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the members of **CALCOM VISION LIMITED** will be held on Saturday, the 29<sup>th</sup> day of September, 2012 at 17/2 B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi - 110030 at 9.00 A.M. to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2012 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. Aijaz Ghaffar, who retires by rotation and being eligible offers himself for re-appointment.
3. 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.

**DATE : August 13, 2012****REGISTERED OFFICE**

C-41, Defence Colony,  
New Delhi – 110 024

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

**S.K. MALIK**  
**CHAIRMAN & MANAGING DIRECTOR**

**NOTES:**

1. **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 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 27<sup>th</sup> September, 2012 to 29<sup>th</sup> September, 2012 (both days inclusive).
3. Members are requested to notify to the Company immediately any change in their address, if any, alongwith the **PIN CODE**.

**Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting**  
(Pursuant to Clause 49 of the Listing Agreement)

<b>Name of Director</b>	Sh. Aijaz Ghaffar
<b>Date of Birth</b>	4 <sup>th</sup> May, 1943
<b>Date of Appointment</b>	5 <sup>th</sup> May, 2010
<b>Expertise in specific functional areas</b>	Technical
<b>Qualifications</b>	M.Sc. (Tech)
<b>List of Companies in which outside Directorship held as on 31<sup>st</sup> March, 2012.</b>	Calcom Electronics Limited
<b>Chairman / Member of the Committees of the Board of the Companies on which he is a Director as on 31<sup>st</sup> March 2012.</b>	Calcom Vision Limited

**DATE : August 13, 2012****REGISTERED OFFICE**

C-41, Defence Colony,  
New Delhi – 110 024

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

**S.K. MALIK**  
**CHAIRMAN & MANAGING DIRECTOR**

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors present the Twenty Seventh Annual Report on the operations of your Company together with Annual Audited Accounts for the year ended 31<sup>st</sup> March, 2012.

**FINANCIAL RESULTS**

	Current Year	(Rs. in Lacs) Previous Year
Sales	2106.61	1425.39
Profit/(Loss) before Financial Charges & Depreciation	45.07	40.56
Less : Financial Charges	7.00	18.27
Less : Depreciation	58.36	57.83
Profit/(Loss) Before tax	(20.29)	(35.54)
Provision for Tax	--	--
Profit/(Loss) after tax	(20.29)	(35.54)
Add : Brought forward Profit/(Loss)	(2100.63)	(2065.08)
Less : Income Tax adjustment/ Prior period Adjustment	--	--
Balance Carried to Balance Sheet	(2120.92)	(2100.63)

**OPERATIONS**

During the year under review, the total sales of your Company increased from Rs.1425.39 lacs to Rs.2106.61 lacs, registering a growth of 48% over previous year. The Profit before financial charges and depreciation amounted to Rs.45.07 lacs as compared to Rs.40.56 lacs in the previous year. The Net Loss after tax reduced to Rs.20.29 lacs from Rs.35.54 lacs in the previous year. Your Company is now focusing on Lighting Electronics business.

**DIVIDEND**

Your directors regret their inability to propose any dividend in view of the loss for the year under review.

**CURRENT YEAR'S PERFORMANCE**

The Company is focusing on Lighting Electronics business. In the 1<sup>st</sup> quarter ending June, 2012 the Company has done sales of Rs.367.19 lacs compared to Rs.395.87 lacs for the corresponding period last year. The Company is hopeful of improving the situation substantially in coming quarters as it is in process of expanding the product range to include CFL Lamps and CFL Circuits in near future.

**RESEARCH & DEVELOPMENT**

The Research and Development Centre of your Company has been providing useful support towards developing of new products and improving quality of existing products. We have successfully developed many products in Lighting Electronics Industry which have been approved by International Certification Laboratory of Osram.

**CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

The detailed information as required Under Section 217(1) (e) of the Companies Act, 1956 read with Companies (disclosure of particulars in report of the Board of Directors) Rules 1988, is enclosed as per Annexure-I.

**DIRECTORS**

Shri Aijaz Ghaffar will retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In pursuance of Section 217(2AA) of the Companies act, 1956, the Directors would like to assure the Members that the financial statements for the year under review, confirm in their entirety to the requirements of the Companies Act, 1956.

The Directors confirm:

1. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

2. that the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2012 and of the loss of the company for that period;
3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. that the directors had prepared the Annual Accounts on a going concern basis.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

A report in the form of Management Discussion and Analysis pursuant to clause 49 of the listing agreement, as a part of this report is annexed hereto as Annexure – II.

#### **CORPORATE GOVERNANCE**

In compliance with the clause 49 of the Listing Agreement with the Stock Exchange(s), the Board had constituted / reconstituted the following Committees:

Audit Committee.

Share Transfer and Shareholders Grievance Committee.

Remuneration Committee.

These Committees met as and when required & assisted the Board in fulfilling the responsibilities towards Shareholders relating to Corporate Governance. A detailed Corporate Governance Report is annexed as Annexure III.

The Auditors' Certificate of compliance with the requirements of Corporate Governance is attached to the report on Corporate Governance.

A Certificate has been given by the Chairman & Managing Director and Manager (Finance & Accounts) to the Board, as per requirement of Clause 49 (V) of the Listing Agreement.

#### **REFERENCE TO BIFR**

The Company was declared Sick in April, 2006 by Hon'ble Board for Industrial & Financial Reconstruction (BIFR) and Bank of India had been appointed as Operating Agency to work out a Rehabilitation Plan and submit the same to the Hon'ble BIFR. The Company had submitted a draft rehabilitation scheme to Bank of India which was forwarded to Hon'ble BIFR after necessary changes. Hon'ble BIFR has circulated the scheme vide its order dated 8<sup>th</sup> June 2012 to all concerned for seeking their consent.

#### **AUDITORS**

The firm of M/s. Shanti Prashad & Co., Chartered Accountants, the Statutory Auditors of the Company, retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

#### **AUDITORS' OBSERVATIONS**

The Auditors in their report have invited attention on Note No.2f & g of Notes on Accounts–Note No.16 & 34. The notes are self-explanatory. However directors would like to inform you that

- i) Regarding receivables outstanding for more than 6 months, management is trying its best to recover the receivables in full, hence no provision has been made.
- ii) Regarding Non provision for interest on outstanding amount due to banks, the directors are of view that the draft rehabilitation scheme circulated by the Hon'ble BIFR, will be accepted and as such interest expenses for the year has not been provided.

#### **PERSONNEL**

The employee relations in your company continues to be excellent. Employee participation in various improvement programs initiated by the company is encouraging.

#### **PARTICULARS OF EMPLOYEES**

Provisions of section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are not applicable since there are no employees drawing remuneration exceeding limits prescribed therein.

#### **COMPLIANCE CERTIFICATE**

The Company has obtained the Compliance Certificate pursuant to 383A of the Companies Act, 1956 from a Practicing Company Secretary.

#### **ACKNOWLEDGEMENT**

Your Directors are grateful to the various Government Authorities, Financial Institutions and Banks, Business Constituents and Shareholders for their continued co-operation and support to the Company.

Your Directors also express their deep appreciation of the devoted and unstinted services tendered by workers, staff and executive at all levels.

**Registered office:**  
C-41, Defence Colony,  
New Delhi – 110 024  
Date: August 13, 2012

For and on behalf of the  
Board of Directors

**S.K. MALIK**  
**CHAIRMAN & MANAGING DIRECTOR**

## ANNEXURE - I

### ANNEXURE TO DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH 2012

**STATEMENT OF PARTICULARS UNDER SECTION 217(1)(E) OF THE COMPANIES ACT, 1956 FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2012.**

#### A. CONSERVATION OF ENERGY

##### Energy Conservation Measures Taken

- (i) The entire staff has been trained to switch off the lights , Fans, AC'S during lunch time and at the close of the factory.
- (ii) The conventional lighting fixtures are being replaced by Electronic Ballast which conserve the energy as well as improve power factor.
- (iii) The Fans and Lights switching arrangement are being changed to switch off a block together.

#### B. TECHNOLOGY ABSORPTION

##### (a) Research & Development

###### (i) Specific area in which R&D is carried by the company.

Design and development of Lighting Electronic Products will help in conserving energy not only for us but for all the users of our products. Your company has also started working on LED Lights which are far more efficient.

###### (ii) Benefits derived as a result of the above R&D.

It has given a new direction to the Company which will help revive the Company.

###### (iii) Future Plan of Action

The Company is focusing on developing more and more Lighting Electronic products.

###### (iv) Expenditure on R&D

(Rs. In lacs)

i)	Capital	--
ii)	Recurring	
	a) Deferred Revenue	--
	b) Current Year	15.02
iii)	<b>Total</b>	<b>15.02</b>

##### (b) Technology Absorption, Adoption & Innovation

- (i) Efforts, in brief, made towards the technology adoption and innovation. None
- (ii) Benefits derived N.A.

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

	Current Year	Previous Year
Foreign Exchange earned (Rs. in Lacs)	--	--
Foreign Exchange used (Rs. In Lacs)	506.20	101.31

**Registered office:**  
C-41, Defence Colony,  
New Delhi – 110 024  
Date: August 13, 2012

For and on behalf of the  
Board of Directors

**S.K. MALIK**  
**CHAIRMAN & MANAGING DIRECTOR**

**Annexure - II****MANAGEMENT DISCUSSION AND ANALYSIS  
INDUSTRY STRUCTURE AND DEVELOPMENT**

Lighting Industry is going through a revolutionary phase as conventional incandescent Lamps are becoming obsolete after a period of 100 Years. FTLs are getting replaced by CFL lamps and LED Lighting is gaining importance because of much higher efficiency and no pollution. The Industries has been growing at more than 15% for the last many years. With greater focus on infrastructure lighting industry expects to continue growing at similar rate for next 5-10 years.

The major players in this Industry are Philips, Havells , Osram, Crompton Greaves , Wipro, Surya, Bajaj.

The Industry structure is also undergoing a major change where in the share of the Luminaries and control Gear is increasing while the share of Lamps is going down.

**OPPORTUNITIES AND THREATS****Opportunities**

1. With Industry structure undergoing a change it opens up opportunity for Electronics manufacturing company Like Calcom which has focus on R&D to work for OEM customers.

2. The Government precorment system offers a direct marketing channel to cover the risk against OEM Business.

**Threats**

The major sales is from OEM Business which can affect the performance of the company in any eventuality.

**PRODUCT WISE PERFORMANCE**

The Company sold Lighting Luminaries and Ballasts valued at approx. 2106.61 lacs in the year 2011-12 as compared to Lighting Luminaries and Ballasts valued at approx. 1425.39 lacs in the year 2010-11.

**OUTLOOK**

The Company is now focussing on Lighting Electronic Business and is expecting good growth.

**RISKS & CONCERNS**

The Company will again enter into OEM Business wherein its survival is dependent on others.

**INTERNAL CONTROL SYSTEMS AND THERE ADEQUACY**

The Company has an appropriate system of internal control. Fixed Assets of the Company are inspected once a year & Stocks are counted cyclically on perpetual basis. All the financial transactions are duly authorised as per the delegation of Authority.

An Audit Committee comprising of 3 non-executive Directors is in place to further strengthen the internal controls. The Audit Committee is meeting regularly to review the Audit and Accounts reports.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The sales of your Company for the year 2011-12 was Rs.2106.61 lacs as against Rs.1425.39 lacs for the previous year, registering a growth of 48% over previous year.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES, INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.**

The Company has been passing through difficult times as mentioned above. In order to streamline and improve the efficiency of the Human resource, a process of restructuring of organisation set ups as well as needs and assessment of responsibilities and accountability, has been taken up. As on June 30, 2012 the company had 231 employees. The Company's industrial relations were cordial in last year.

## ANNEXURE-III

## CORPORATE GOVERNANCE REPORT

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is being managed and controlled by a professional Board of Directors. More than 50% of the Directors of the Board are Independent / Non Executive Directors. The members of the Board are all experienced professionals in their respective areas. The Board has constituted Audit Committee, Share Transfer and Shareholders Investor Grievance Committee to look in to relevant aspects of each area & their meetings are held at regular intervals.

## 2. BOARD OF DIRECTORS

The Board comprises of five directors, which include one executive director and four non-executive directors as on March 31, 2012. Participation of non-executive has been active.

The Board met four times during the period April 2011 to March 2012 with a clearly defined agenda circulated well in advance of each meeting. All relevant information as required under Clause 49 of the Stock Exchange Listing Agreement was placed before the Board from time to time. The date on which meetings were held are as follows:

30<sup>th</sup> May 2011, 11<sup>th</sup> August 2011, 14<sup>th</sup> November 2011, and 14<sup>th</sup> February, 2012.

The Composition of the Board of Directors as on March 31, 2012 with their attendance at the Board Meetings held during the year 2011-12 and at the last AGM, number of directorship and chairmanship/membership of committee of each director held in the other public companies are shown below:

Name of Directors	Categories of Directors	No. of Board Meetings attended	Last AGM Attended	No. of other Directorship(s) held in Public Companies	No. of Committee positions held in other public companies	
					Chairman	Member
Sh. Sushil Kumar Malik (Chairman cum Managing Director)	Executive Promoter (Interested)	4	Yes	Nil	Nil	Nil
Sh. Aijaz Ghaffar	Non Executive (Independent)	-	Yes	Nil	Nil	Nil
Sh. S.K. Bhattacharya	Non Executive (Independent)	2	Yes	Nil	Nil	Nil
Sh. Hamidulla Khan	Non Executive (Independent)	4	No	1	1	1
Sh. Bharat Bhushan Jain	Non Executive (Independent)	4	No	Nil	Nil	Nil

## 3. AUDIT COMMITTEE

The Company comprise of three Non Executive Directors, Viz: Sh. S.K. Bhattacharya, Sh. Hamidulla Khan and Sh. Bharat Bhushan Jain as members.

The Committee oversees the Company's financial reports and disclosure of its financial information. It also recommends the appointment of Auditors, fixation of Audit fee and also for payment for any other services. The Committee also reviews quarterly un-audited financial results and Annual Accounts of the Company.

Name of Director	No. of Audit Committee Meetings held upto March 31, 2011	No. of Audit Committee Meeting Attended
Sh. S.K. Bhattacharya	4	2
Sh. Hamidulla Khan	4	4
Sh. Bharat Bhushan Jain	4	4



#### 4. SHAREHOLDERS COMMITTEE

The share transfer and shareholders grievance committee looks into redressing of shareholders and investors grievances. Sh. S.K. Malik is Chairman of this committee. The Board has designated Mr. Anil Vaish, Manager as the Compliance Officer.

#### 5. REMUNERATION COMMITTEE

The Remuneration Committee deals with all elements of remuneration of whole time director(s). This Committee meets as and when required.

#### 6. CODE OF CONDUCT

It is hereby declared and confirmed that all Board Members and Senior Management of the Company have complied with the Code of Conduct for the period from 1<sup>st</sup> April 2011 to 31<sup>st</sup> March 2012. The Chairman & Managing Director of the Company has given the Certificate as below as per requirements of Clause 49 of the Listing Agreement:

*I hereby confirm that the Company have obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of the Financial Year 2011-2012.*

**PLACE: NEW DELHI**

**DATED: 13.08.2012**

**S. K. Malik**  
Chairman & Managing Director

#### 7. GENERAL BODY MEETING

(a) The details of the last three Annual General Meetings are under:

FINANCIAL YEAR	LOCATION	DATE	TIME
2008-2009	17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030	30.09.2009	9.00 A.M..
2009-2010	17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030	30.09.2010	9.00 A.M.
2010-2011	17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030	30.09.2011	9.00 A.M.

(b) Whether any Special Resolution was put through postal ballot last year.  
-No-

(c) Any Special Resolutions proposed to be put through postal ballot this year.  
-No-

#### 8. DISCLOSURES

(a) Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large.

- As per Point no. 32 of Notes on Accounts to Balance Sheet

(b) Details of non-compliance by the company, penalties, and strictures imposed on the company by stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

-Nil-

#### 9. MEANS OF COMMUNICATION

The Company's quarterly / Half yearly (Un-audited with limited review) and Yearly (Un-audited / Audited) results in the format prescribed by the Stock Exchanges are approved and taken on record by the Board within the prescribed time frame and sent immediately to all Stock Exchanges on which the Company's shares are Listed. These results are published in Regional (Amrit Varsa & People Samachar) and National – English (Financial Express) newspapers.