

Calcom

28th

Annual Report
2012 - 2013

CALCOM VISION LTD.

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 Bhushan 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 **28th ANNUAL GENERAL MEETING** of the members of **CALCOM VISION LIMITED** will be held on Monday, the 30th day of September, 2013 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 31st March, 2013 and Statement of Profit and Loss 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. Hamidulla Khan, who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint M/s. Shanti Prasad & Co., Chartered Accountants, New Delhi having firm registration no. 019923N, the retiring Auditors of the Company, as Statutory Auditors of the Company at such remuneration as may be fixed by the Board of Directors.

SPECIAL BUSINESS

4. 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 269 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 Sushil Kumar Malik be and is hereby re-appointed as Chairman & Managing Director of the Company for a further period of 5 years with effect from 31st July, 2013, not liable to retire by rotation, without any remuneration."

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

Place : New Delhi
Date : August 13, 2013

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. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 in respect of business under item 4 is annexed hereto.
3. The Share Transfer Books and Register of Members of the Company shall remain closed from 27th September, 2013 to 30th September, 2013 (both days inclusive).
4. Members are requested to notify to the Company immediately any change in their address, if any, alongwith the PIN CODE.

ANNEXURE TO THE NOTICE**Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956****Item No. 4**

Shri Sushil Kumar Malik was appointed as Chairman & Managing Director of the Company w.e.f. 31.07.2008 & his term expired on 30.07.2013. Keeping in view professional skills & capabilities of Shri Sushil Kumar Malik, the Board of Directors of the Company in its meeting held on 13.08.2013 recommended his re-appointment as Chairman & Managing Director for a further period of 5 years w.e.f. 31.07.2013, subject to approval of members.

In terms of provisions of Companies Act, 1956 and the Articles of Association of the Company, Members' approval is required by way of an Ordinary Resolution for re-appointment of Shri Sushil Kumar Malik as Chairman and Managing Director. The Board recommends the resolution under item no.4 of the Notice for the approval of Members at this Meeting.

None of the Directors of the Company except Shri Sushil Kumar Malik is concerned or interested in the resolution.

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

Place : New Delhi
Date : August 13, 2013

S.K. MALIK
CHAIRMAN & MANAGING DIRECTOR

Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting

(Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Sh. Hamidulla Khan	Sh. Sushil Kumar Malik
Date of Birth	15 th August, 1933	9 th September, 1949
Date of Appointment	25 th September, 1995	31 st July, 2013
Expertise in specific functional areas	Administration	Marketing & Technical
Qualifications	I.A.S.	B.E.(Electronics & Telecomm.), M.B.A.
Names of other Public Companies in which Directorship held.	Asahi Songwon Colors Ltd.	Calcom Electronics Limited
Chairman/Member of the Committees of the Board of Public Companies.	Calcom Vision Limited	Calcom Vision Limited
Number of Shares held in the Company	Nil	7,42,405 Equity Shares

DIRECTORS' REPORT

Dear Shareholders,

Your Directors present the 28th Annual Report on the operations of your Company together with Annual Audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

	Current Year	Previous Year
		(Rs. in Lacs)
Sales	1952.95	2109.13
Profit/(Loss) before Financial Charges & Depreciation	38.95	45.07
Less : Financial Charges	4.40	7.00
Less : Depreciation	65.35	58.36
Profit/(Loss) Before tax	(30.80)	(20.29)
Provision for Tax	--	--
Profit/(Loss) after tax	(30.80)	(20.29)
Add : Brought forward Profit/(Loss)	(2120.92)	(2100.63)
Balance Carried to Balance Sheet	(2151.72)	(2120.92)

OPERATIONS

During the year under review, the total sales of your Company was Rs.1952.95 lacs as against Rs.2109.13 lacs for the previous year. The Profit before financial charges and depreciation amounted to Rs.38.95 lacs as compared to Rs.45.07 lacs in the previous year. The net loss for the year was Rs.30.80 Lacs as compared to Rs 20.29 Lacs during previous year.

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 1st quarter ended June, 2013 the Company has recorded sales of Rs.499.42 lacs as compared to Rs.367.19 lacs for the corresponding period last year, registering a growth of around 36%. The Company is trying its best to turn around, despite all adversities and intense competition.

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, the major customer of the Company.

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 Hamidulla Khan will retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The information on the particulars of Director eligible for re-appointment in terms of Clause 49 of the Listing Agreement has been provided in the notes to the notice convening the Annual General Meeting.

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 2013 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

A separate section on Corporate Governance forming part of the Directors' Report and the certificate from the auditors of the Company confirming the compliance of Clause 49 of listing agreement is included in the annual report.

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 is attached to the report.

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/Promoters have settled with all Secured Creditors and payments are being made in line with agreed terms. The Company had filed a draft Rehabilitation Scheme with Board for Industrial & Financial Reconstruction (BIFR) and modified scheme was filed to the Operating Agency on 15th June 2013. The Company is now hopeful of getting favourable restructuring package from Hon'ble BIFR.

AUDITORS

The firm of M/s. Shanti Prasad & 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 Emphasis of Matter Paragraph a & b 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, the 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 Promoters of the company along with strategic investor have entered into settlement with all secured creditors and hence no provision has been made for any interest on loans outstanding. Pursuant to a reference filed before the Board of Industrial & Finance Reconstruction (BIFR) in 2003, the company has submitted a rehabilitation scheme for financial restructuring, which is under consideration. Management is of the view that the draft rehabilitation scheme will be sanctioned soon.

COST AUDITORS

As per the provisions of Section 233B of the Companies Act, 1956 and in accordance with the Order No. 52/26/CAB-2010 dated 24th January, 2012 issued by the Ministry of Corporate Affairs, audit of the Company's cost accounts has been made compulsory in respect of each of its financial year commencing on or after the 1st day of April, 2012.

In conformity with the above order, the Company has appointed M/s N.N. Sharma & Associates, Cost Accountants, as the Cost Auditors for the audit of the cost accounts of the Company for the Financial Year 2012-13. The due date of filing the cost audit report for the financial year 2012-13 is 30th September, 2013. The report will be filed within the stipulated period.

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 2013

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, 2013.

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 LED products.
- (iv) **Expenditure on R&D** (Rs. In lacs)

i)	Capital	--
ii)	Recurring	
	a) Deferred Revenue	--
	b) Current Year	2.05
iii)	Total	2.05

(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)	293.51	506.20

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 LED Lighting offers another great opportunity to get into Lamps Segment of Lighting Industry.
3. The depreciating Rupee offers an opportunity in exports.

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. Rs 1952.95 lacs in the year 2012-13 as compared to Lighting Luminaries and Ballasts valued at approx. Rs 2109.13 lacs in the year 2011-12.

OUTLOOK

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

RISKS & CONCERNS

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

INTERNAL CONTROL SYSTEMS AND THEIR 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 and one Executive Director 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 2012-13 was Rs.1952.95 lacs as against Rs.2109.13 lacs for the 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, 2013 the company had 240 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, 2013. Participation of non-executive directors has been active.

The Board met four times during the period April 2012 to March 2013 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:

30th May 2012, 13th August 2012, 10th November 2012, and 12th February, 2013.

The Composition of the Board of Directors as on March 31, 2013 with their attendance at the Board Meetings held during the year 2012-13 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	1	Nil	Nil
Sh. Aijaz Ghaffar	Non Executive	2	Yes	1	Nil	Nil
Sh. S.K. Bhattacharya	Non Executive (Independent)	3	Yes	Nil	Nil	Nil
Sh. Hamidulla Khan	Non Executive (Independent)	3	No	2	Nil	Nil
Sh. Bharat Bhushan Jain	Non Executive (Independent)	3	No	Nil	Nil	Nil

3. AUDIT COMMITTEE

(a) The Audit Committee comprises of three non-executive directors and one executive director and the Chairman of the committee is elected from amongst its members who is an independent director.

Four meetings of the Audit Committee were held during the year on 30th May 2012, 13th August 2012, 10th November 2012 and 12th February 2013, respectively. The composition of the Audit Committee and details of their attendance at the meetings are as follows:

Name of Director	Position	Category	No. of Audit Committee Meeting Attended
Sh. S.K. Bhattacharya	Chairman	Non-Executive Independent Director	3
Sh. Hamidulla Khan	Member	Non-Executive Independent Director	3
Sh. Bharat Bhushan Jain	Member	Non-Executive Independent Director	2
Sh. S.K. Malik	Member	Executive Promoter Director	4

(b) Terms of reference: The terms of reference of Audit Committee covers the areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

4. SHAREHOLDERS COMMITTEE

(i) The share transfer and shareholders' grievance committee looks into shareholders' and investors' grievances. Mr. Aijaz Ghaffar, Non-Executive Director is the Chairman of the Committee. The Board has designated Mr. Anil Vaish, Manager as the Compliance Officer.

(ii) During the year ended March 31, 2013, the Company/RTA received one complaint, which has been completely resolved to the satisfaction of Shareholder. As at March 31, 2013, there is no pending complaint of any Shareholder.

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 1st April 2012 to 31st March 2013. 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 2012-2013.

PLACE: NEW DELHI

DATED: 13.08.2013

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
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.
2011-2012	17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030	29.09.2012	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-