

Calcom

30th

**Annual Report
2014-2015**

CALCOM VISION LTD.

CALCOM VISION LIMITED

BOARD OF DIRECTORS

Mr. Sushil Kumar Malik	Chairman & Managing Director
Mr. Aijaz Ghaffar	
Mr. Sunil Kumar Bhattacharya	
Mr. Hamidulla Kabir Khan	
Mr. Bharat Bhushan Jain	
Mr. Ajay Kumar Singhal	
Dr. Om Prakash Sood	
Ms. Yuvika Bader	

AUDITORS

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

REGISTERED OFFICE

C-41, Defence Colony
New Delhi - 110 024

WORKS

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

REGISTRAR & TRANSFER AGENTS

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

CONTENTS

1. Notice	4	4. Balance Sheet	33
2. Directors Report	9	5. Cash Flow Statement	35
3. Auditors' Report	30	6. Attendance Slip	46

Calcom Vision Limited

CIN: L92111DL1985PLC021095

Registered Office: C-41, Defence Colony, New Delhi-110024

Website: www.calcomindia.com, Email: corp.compliance@calcomindia.com**NOTICE**

Notice is hereby given that the **30th ANNUAL GENERAL MEETING** of the members of **CALCOM VISION LIMITED** will be held on Wednesday, the 30th day of September, 2015 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, 2015 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. Aijaz Ghaffar (DIN 00153543), who retires by rotation and has not offered himself for re-appointment.
3. To appoint Statutory Auditors of the Company, and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT M/s. Shanti Prashad & Co., (Registration no.019923N) Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for a period of 2 years to hold office from the conclusion of 30th Annual General Meeting until the conclusion of the 32nd Annual General Meeting on a remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Om Prakash Sood (DIN 06954639), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and the Article 118 of Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing from a member as required under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from February 13, 2015, not liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 149, 152 read with other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Yuvika Bader (DIN 07114760), who was appointed as an Additional Director of the Company in the category of Woman Director by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and the Article 118 of Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing from a member as required under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Place : New Delhi
Date : August 13, 2015

By order of the Board
for **CALCOM VISION LIMITED**
S.K. MALIK
CHAIRMAN & MANAGING DIRECTOR
(DIN 00085715)

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 Instrument of Proxy in Form MGT 11 (Proxy Form) prescribed under Companies (Management and Administration) Rules 2014 pursuant to section 105(6) of the Companies Act 2013 is given separately.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A proxy appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send the certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Share Transfer Books and Register of Members of the Company shall remain closed from 28th September, 2015 to 30th September, 2015 (both days inclusive).
6. Members are requested to notify to the Company immediately any change in their address, if any, along with the PIN CODE.
7. 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 details to the Company/ Registrar and Share Transfer Agent.
8. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail the e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
9. Declaration: Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite consents/ declarations for their appointment/ re-appointment.
10. Explanatory Statement: Pursuant to Section 102(1) of the Companies Act, 2013 Explanatory Statement in respect of special business to be transacted at the meeting is furnished hereunder.
11. For any specific query on the accounts of the Company please write to the Company at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide the Members facility to exercise their right to vote at the 30th Annual General meeting (AGM) by electronic means and the business may be transacted through e-Voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through them carefully.
13. Notice of this Annual General Meeting, Audited Financial Statements for 2014-15 together with Directors' Report and Auditors' Report are available on the website of the Company www.calcomindia.com.
14. **Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the draft MCA circular, no gifts/coupons shall be distributed at the Meeting.**
15. Pursuant to clause 49 of the Listing Agreement, the brief profile of Directors eligible for appointment/re-appointment vide item no. 4 and 5 is as follows:

Particulars	Dr. Om Prakash Sood	Ms. Yubika Bader
Date of Birth & Age	31 st October, 1940 75 years	20 th June, 1985 30 years
Date of First Appointment	13 th February, 2015	19 th March, 2015
Qualifications	Medical graduate and Doctor of Medicine from Maulana Azad Medical College, Delhi University.	M.Sc. in Culture and Society, London School of Economics.
Experience & Expertise	After a clinical career of 11 years in LNJP and GB Pant Hospitals, he shifted to Pharma industry in 1973. He has a rich and vast experience in Strategic Planning, Marketing and Research & Development. He worked with Sarabhai's in earlier year as Medical Director. Later on he worked with a Swiss Multinational GEIGY as Marketing Director. He retired in 1998 from Ranbaxy as their Corporate Medical Director. Post Retirement he upgraded the Bio-Medical Research & Development of Aurobindo, Lupin, GVK and JUBILANT.	She started a Radio program for the youth to be aired on AIR FM, in association with Prasar Bharti. She Directed, Scripted, Choreographed various Documentary film, TV serials and Dramas.
Names of other Public Companies in which Directorship held	Nil	Nil
Memberships / Chairmanships of Committees of other public companies (includes only Audit and Shareholders / investors Grievance Committee)	Nil	Nil
Relationship with Directors Interse	Nil	Related with Mr. S.K. Malik, Chairman & Managing Director
Number of Shares held in the Company	Nil	Nil

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

Item No.4

Dr. Om Prakash Sood was appointed as additional director of the company with effect from February 13, 2015 and holds office upto the date of ensuing Annual General Meeting of the company.

Pursuant to section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement, it is proposed to appoint Dr. Om Prakash Sood as Independent Director to hold office for five (5) consecutive years for a term upto 12 February, 2020.

Notice has been received from a member proposing Dr. Om Prakash Sood as candidate for the office of Independent Director of the company.

Dr. Om Prakash Sood is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received declaration from Dr. Om Prakash Sood that he meets with the criteria of independence as prescribed both under Section 149 of the Act and under Clause 49 of the Listing Agreement.

Dr. Sood shall not be liable to retire by rotation. Since the date of his appointment as Additional Director (Independent) i.e. February 13 2015, Dr. Sood has attended February 13, 2015 Board Meetings of the Company.

In the opinion of the Board, Dr. Om Prakash Sood fulfills the conditions for appointment as Independent Director; and he is independent of the management.

Brief resume of Dr. Om Prakash Sood, nature of his expertise in specific functional area and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

Dr. Om Prakash Sood is interested in the resolution set out at item no. 4 of the Notice with regard to his appointment.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item no. 4 of the Notice for the approval of the shareholders.

Item No.5

Ms. Yuvika Bader appointed as additional director of the company with effect from March 19, 2015 and holds office upto the date of ensuing Annual General Meeting of the company.

Notice under Section 160 of the Companies Act, 2013, has been received from a member proposing Ms. Yuvika Bader as candidates for the office of Director of the company.

Ms. Yubika Bader is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director.

Brief resume of Ms. Yuvika Bader, nature of her expertise in specific functional area and names of companies in which she hold directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

Since the date of her appointment as Additional Director i.e. March 19, 2015, Ms. Yuvika Bader has attended May 30, 2015 Board Meetings of the Company.

Ms. Yuvika Bader is interested in the resolution set out at item no. 5 of the Notice with regard to her appointment.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. S.K. Malik (being relative of Ms. Yuvika Bader), is interested in the aforesaid resolution.

The Board recommends the Ordinary Resolution set out at Item no. 5 of the Notice for the approval of the shareholders.

Place : New Delhi
Date : August 13, 2015

By order of the Board
for **CALCOM VISION LIMITED**
S.K. MALIK
CHAIRMAN & MANAGING DIRECTOR
(DIN 00085715)

Annexure A

The procedure and instructions for e-voting as given as under :

- (i) The voting period begins on 26th September, 2015 (9.30 a.m.) and ends on 28th September, 2015 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on on the mailing address sticker.- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.-</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Calcom Vision Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

CALCOM VISION LIMITED

CIN: L92111DL1985PLC021095

Registered Office: C-41, Defence Colony, New Delhi-110024

Website: www.calcomindia.com, Email: corp.compliance@calcomindia.com

DIRECTORS' REPORT

Dear Members,

Your Directors present the 30th Annual Report on the operations of your Company together with Annual Audited Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS

The Company's performance during the year ended as compared to the previous year, is summarized below:

	Current Year	Previous Year
	(Rs. in Lacs)	
Sales	1605.09	1680.75
Profit/(Loss) before Financial Charges & Depreciation	26.73	62.99
Less : Financial Charges	17.57	4.96
Less : Depreciation	50.25	64.11
Profit/(Loss) Before tax	(41.09)	(30.80)
Provision for Tax	—	—
Profit/(Loss) after tax	(41.09)	(6.08)
Add : Brought forward Profit/(Loss)	(2157.80)	(2151.72)
Balance Carried to Balance Sheet	(2198.89)	(2157.80)

OPERATIONS

During the year under review, the total sales of your Company were Rs.1605.09 lacs as against Rs.1680.75 lacs for the previous year. The Profit before financial charges and depreciation amounted to Rs.26.73 lacs as compared to Rs.62.99 lacs in the previous year. The net loss for the year was Rs.41.09 lacs as compared to Rs 6.08 lacs during previous year.

CURRENT YEAR'S PERFORMANCE

The Company is focusing on LED Products. In the 1st quarter ended June, 2015 the Company has recorded sales of Rs. 264.38 lacs as compared to Rs. 465.17 lacs for the corresponding period last year. The main reason for fall in sales is substantial increase in excise duty on LED products as per budget 2015. The excise duty is levied on MRP instead of transaction value. The excise duty has effectively doubled. This has resulted in steep increase in prices and hence loss of sale.

The traditional lighting products which used to constitute almost over 50% of sale are also under tremendous pressure from cheap LED Products from China resulting in poor sale. The Company is trying to adjust to the changed situation and is hopeful of improving performance in coming quarters.

DIVIDEND

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

RESERVES

During the year, no amounts has been transferred to Reserves.

RESEARCH & DEVELOPMENT

The Research and Development Department 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

Information relating to conservation of Energy, Technology Absorption etc., in terms of Section 134(3) (m) of the Companies Act, 2013 read with relevant rules is enclosed as per Annexure-I.

SHARE CAPITAL

During the year under review, no changes has been done in the Share Capital of the Company. The Company allotted 218804 Unsecured Zero Coupon Convertible Bonds ("Bonds") of face value of Rs. 1000/- each to promoters / strategic investor against loans taken over by them from secured creditors / their assignees. The said bonds are convertible into equity shares of the Company, after lock-in period in terms of the Rehabilitation Scheme sanctioned by Hon'ble BIFR in July 2014.

FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate internal control systems and procedures designed to effectively control the operations. The internal control systems are designed to ensure that the financial and other records are correct and reliable for the preparation of financial statements and for maintaining assets. The Company has well designed Standard Operating Procedures.

Independent Internal Auditors conduct audit covering a wide range of operational matters and ensure compliance with specified standards. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

The Audit Committee also meets the company's Statutory Auditors regularly to ascertain their views on the financial statements, including the Financial Reporting Systems, Compliance to Accounting Policies and Procedures, the adequacy and effectiveness of the Internal Controls and Systems followed by the company.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013, Mr. Aijaz Ghaffar, Director of the Company retires by rotation and has not offered himself for re-appointment.

Dr. Om Prakash Sood was appointed as Additional Director (Independent) on February 13, 2015, who shall hold office upto the ensuing Annual General Meeting.

The Companies Act, 2013 requires that a women Director should be member of the Board of Directors. Ms. Yuvika Bader was appointed as an Additional Director (Non-Executive) of the Company on March 19, 2015, and she holds office up to the ensuing Annual General Meeting.

Approval for appointment of Dr. Om Prakash Sood (Independent Director) for a period of five (5) years) is being sought in the Annual General Meeting.

Approval for appointment of Ms. Yuvika Bader as Director on the Board is also being sought in the AGM. She will be liable to retire by rotation, as per Companies Act, 2013.

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

The requisite resolutions pertaining to the Appointment/Re-appointment appears at the respective items of the notice along with the Explanatory Statement and are recommended to the shareholders for approval.

All independent directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

KEY MANAGERIAL PERSONNEL

Mr. Nitin Gupta has been appointed as Chief Financial Officer of the Company effective from August 13, 2015.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy has been placed on the website of the Company www.calcomindia.com.