

Notice of Extra Ordinary General Meeting

Notice is hereby given that an **EXTRAORDINARY GENERAL MEETING (“EGM”)** of the members of **CALCOM VISION LIMITED (“COMPANY”)** will be held on Wednesday, the 17th day of April, 2019 at B-16 Site-C Surajpur Industrial Area, Greater Noida- 201306(U.P.)at 09.00 A.M. to transact the following business:-

SPECIAL BUSINESS:

1. Re-appointment of Mr. Hamidullah Kabir Khan as an Independent Non-Executive Director.

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and in compliance of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015, consent of the members of the Company be and is hereby accorded for reappointment of Mr. Hamidullah Kabir Khan(DIN: 00029713),aged about 85 years, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015, as amended from time to time and who is eligible for reappointment in terms of Section 149 (10)of the Act, as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 up to 31st March, 2024 and further he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. S.K. Malik (DIN: 00085715) Chairman & Managing Director and Ms Aayushi Jindal – Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as maybe deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

2. Re-appointment of Dr. Om Prakash Sood as an Independent Non-Executive Director.

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and in compliance of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015, consent of the members of the Company be and is hereby accorded for reappointment of Dr. Om Prakash Sood (DIN: 06954639),aged about 79 years, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015, as amended from time to time and who is eligible for reappointment in terms of Section 149 (10) of the Act, as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 up to 31st March, 2024 and further he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. S.K. Malik (DIN: 00085715) Chairman & Managing Director and Ms Aayushi Jindal – Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as maybe deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

**By the Board of Directors
Calcom Vision Limited**

Place : New Delhi
Date: 22.03.2019

**Aayushi Jindal
Company Secretary
Membership No. 55567**

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 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 authorised representatives to attend the Meeting are requested to send the certified copy of the Board Resolution authorising 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 10thApril, 2019 to 17th April, 2019 (both days inclusive).
6. Details required under Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulation, 2015 ("Listing Regulations") in respect of the Directors seeking appointment / re-appointment at the Extraordinary General Meeting is provided in the EGM notice.
7. 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.
8. 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 Extraordinary General meeting (EGM) 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 EGM ("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.
9. The Notice of the EGM and instructions for e-voting, along with the Attendance Slip and Proxy Form is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. Notice of this Extraordinary General Meeting is available on the website of the Company www.calcomindia.com.
- 11. 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.**
12. Copies of documents related to the proposed resolutions are available for inspection from 11 A.M. to 1 P.M. on all working days upto the date of ensuing Extraordinary General Meeting.
Route Map showing directions to reach the venue of EGM is given at the end of this Notice.
13. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2, the brief profile of Directors eligible for re-appointment vide item no. 1&2 are as follows:

Particulars	Mr. Hamidullah Kabir Khan	Dr. Om Prakash Sood
Date of Birth & Age	15 th August, 1933, 85 Years	31 st October, 1940, 79 Years
Date of First Appointment	30 th September, 2014	30 th September, 2015
Qualifications	I.A.S.	Medical graduate and Doctor of Medicine from Maulana Azad Medical College, Delhi University

Experience & Expertise	He has held very senior positions in several public sector and private sector companies, as well as with Central and Gujarat State Government. Some of these positions include Chief Secretary, Adviser to Chief Minister, Gujarat Government, Chairman – Gujarat State Fertilizer Company, and Secretary, Government of India, Department of Chemicals and Petrochemicals.	He has a 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.
Names of other Public Companies in which Directorship held	ASAHI SONGWON COLORS LIMITED	Nil
Memberships / Chairmanships of Committees of other public companies (includes only Audit and Shareholders / investors Grievance Committee)	Nomination and Remuneration Committee- Asahi Songwon Colors Limited	Nil
Relationship with Directors Interse	N/A	N/A
Shares held in the Company	Nil	Nil

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

As required under section 102 (1) of the Companies Act, 2013, the following Statement set out all the material facts relating to the Special Business mentioned in Item No. 1 & 2 of the accompanying Notice.

Item No. 1 & 2

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Pursuant to the aforesaid regulation, consent of the members is being sought by way of Special Resolution(s), to continue to avail the expert services of Mr. Hamidullah Kabir Khan and Dr. Om Prakash Sood as Independent Directors of the Company by their re-appointment on the Board of Directors of the Company for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024. The above mentioned Independent Directors are experts in their respective fields and their experience and valuable guidance is beneficial to the Company.

The Nomination and Remuneration Committee recommended the re-appointment of Mr. Hamidullah Kabir Khan and Dr. Om Prakash Sood based upon their performance evaluation which has been further seconded by the Board of Directors.

In the opinion of the Board, Mr. Hamidullah Kabir Khan and Dr. Om Prakash Sood are persons of integrity, fulfil the conditions specified in the Act and the Rules made thereunder and are independent of the Management of the Company. Pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and upon confirmations received from Mr. Hamidullah Kabir Khan and Dr. Om Prakash Sood (DIN: 06954639), having been eligible for re-appointment as Independent Directors in terms of Section Section 149 (10) and considering their overall contribution, performance and fitness, the Board approved the proposal for their re-appointment and recommends the same for approval of shareholders by way of a special resolution.

Except Mr. Khan and Dr Sood being interested in their respective items, none of the other Directors, Key Managerial Personnel or their relatives, are interested financially or otherwise in these resolutions.

**By the Board of Directors
Calcom Vision Limited**

Place : New Delhi
Date: 22.03.2019

**Aayushi Jindal
Company Secretary
Membership No. 55567**

Annexure-A

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

- (i) The voting period begins on 14th April, 2019 (9.00 a.m.) and ends on 16th April, 2019 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 10th April, 2019, 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <input type="checkbox"/> 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. <input type="checkbox"/> 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)	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. <ul style="list-style-type: none"> <input type="checkbox"/> 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 Corporate.
 - 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.
- (xxi) 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. 10th April, 2019 may follow the same instructions as mentioned above for e-Voting.
- (xxii) 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

Regd. Office: C-41, Defence Colony, New Delhi-110024

Corp. Office: B-16, Site-C, Surajpur Industrial Area, Greater Noida-201306, U.P.

Tel: 0120-2569761, Fax: 0120-2569769

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

ATTENDANCE SLIP

Folio No...../DP ID No.*.....& Client ID No.*.....

Name and Address of the Shareholder(s)/Proxy's (in Block letters)

No. of shares held Signature of Shareholder(s)/Proxy's.....

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company at B-16 Site-C Surajpur Industrial Area Greater Noida- 201306 (U.P.) at 9.00 A.M on Wednesday, the 17thApril, 2019.

NOTE: Member/Proxy wishing to attend the Meeting must bring the Admission Slip to the Meeting and hand over duly signed at the registration counter.

*Applicable for members holding shares in electronic form



Calcom Vision Limited

CIN: L92111DL1985PLC021095

Regd. Office: C-41, Defence Colony, New Delhi-110024

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Tel: 0120-2569761, Fax: 0120-2569769

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

Form No.MGT-11: PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member(s)	
Registered Address	
Email Id	
Folio no./ Client Id/ DP Id	

I/we being the member(s) of _____ shares of the above named company, hereby appoint:

(1) Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him;

(2) Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him;

(3) Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him;

as my/our proxy to attend and vote (on a poll) for my/our and on my/our behalf at the Extraordinary General meeting of the Company, to be held on

Wednesday, 17th day of April, 2019 at 9.00 a.m. at B-16, Site-C, Surajpur Industrial Area, Greater Noida-201306 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Number	Resolutions
Special Business	
1	Re-appointment of Mr. Hamidullah Kabir Khan as an Independent Non-Executive Director
2	Re-appointment of Mr. Om Prakash Sood as an Independent Non-Executive Director

Signed this _____ day of _____ 2019.

Affix
Revenue
Stamp of
Rs.1

Signature of Shareholder

Signature of Proxy holder(s)

Note :* This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the aforesaid Meeting.

