

**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

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**NOTICE**

Notice is hereby given that the **33rd ANNUAL GENERAL MEETING** of the members of **CALCOM VISION LIMITED** will be held on Saturday, the 29th day of September, 2018 at 17/2 B, Forest Lane, U.G. Tank Road, Village Ghitomi, New Delhi-110030 at 09.00 A.M. to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2018, Statement of Profit and Loss and Cash Flow Statement on that date together with reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Kumar Singhal (DIN: 00112899), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint the 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** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Companies (Audit and Auditors) Rules, 2014, M/s Suresh Chandra & Associates, Chartered Accountants (Firm Registration no. 001359N), New Delhi be and is hereby appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of 33rd Annual General Meeting until the conclusion of 38th Annual General Meeting, at such remuneration as may be agreed upon by the Board of Directors and the said Auditors from time-to-time."

**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 Sections 149, 150 and 152 read with other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Sunder Hemrajani (DIN: 01935048), who was appointed as an Additional Director (in capacity of Independent Director) of the Company by the Board of Directors on 4th November, 2017 pursuant to Section 161 of the Companies Act, 2013, 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 Independent Director of the Company, to hold office for a term of five years w.e.f. 4th November, 2017, 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 Sections 149 and 152 read with other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Abhishek Malik (DIN: 00085220), who was appointed as an Additional Director (in non-executive capacity) of the Company by the Board of Directors on 11th August, 2018 pursuant to Section 161 of the Companies Act, 2013, 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.

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

**"RESOLVED THAT** pursuant to applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for engagement of Mr. Abhishek Malik (DIN: 00085220) a Non-Executive Director of the Company, to provide professional services to the Company with effect from October 1, 2018 for a period of 2 years, subject to such approvals as may be required, at a remuneration as may be determined by the Nomination & Remuneration Committee from time-to-time, not exceeding Rs. 2.5 Lakhs per month."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sushil Kumar Malik(DIN 00085715), as Chairman and Managing Director of the Company for a further period of 5 years with effect from July 31, 2018, not liable to retire by rotation, at the following remuneration, determined for a period of 3 years with effect from that date and at other terms and conditions as detailed below: Basic Salary: Rs. 60,00,000/- per annum

■ Perquisites & Allowances:

- House Rent allowance: Rs. 30,00,000/- per annum
- Special Management allowance (quarterly payment): Rs. 30,00,000/- per annum
- Other Benefits: As per Company Policy

**RESOLVED FURTHER THAT** the following shall not be included in the aforesaid limit:

- a) Contribution to Provident Fund, superannuation fund as laid down in the respective rules;
- b) Encashment of unavailed leave and other benefits as per Rules of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Nomination & Remuneration Committee be and is hereby authorised to alter the said terms and conditions of remuneration in such manner as may be agreed between the Board of Directors and Mr. Sushil Kumar Malik, within aforesaid limits.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sushil Kumar Malik, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with Schedule V of the said act or such other limits as may be prescribed from time to time.

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

**“RESOLVED THAT** pursuant to the provisions of Section 196 (Appointment And Remuneration Of Managerial Personnel) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Sushil Kumar Malik (DIN 00085715.) during his tenure of Chairman & Managing Director of the Company between July 31, 2018 upto July 30, 2023, upon attaining the age of seventy years on September 09, 2019.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI (SBEB) Regulations, 2014"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, hereinafter referred to as 'the Committee') the consent of the members of the Company be and is hereby accorded to approve, formulate and implement "Calcom Vision Employees Stock Option Plan - 2018" ("Plan") and the Board be and is hereby authorised to create, grant, offer, issue and allot, in one or more tranches, a maximum of 5% of the aggregate of numbers of issued Shares of the Company at any point of time, presently amounting to 5,27,173 (Five Lakh Twenty Seven Thousand One hundred Seventy Three) options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into to 5,27,173 (Five Lakh Twenty Seven Thousand One hundred Seventy Three) equity shares of face value of Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of permanent employees whether working in India or outside India and directors whether a whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and such other employees as may be permitted under the applicable laws (hereafter collectively referred as "Identified Employees") and as may be approved by the Board, on such terms and conditions, as contained in the plan and summarized in the Explanatory Statement.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari - passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under the Plan, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** the Company shall conform compliance to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee ("Committee") be and is hereby designated as Compensation Committee pursuant to SEBI SBEB Regulations 2014 for, inter-alia, administration and superintendence of the Plan;

**RESOLVED FURTHER THAT** the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental to and ancillary thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Managing Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.

By order of the Board  
For CALCOM VISION LIMITED

Place: Greater Noida  
Date: 11th August, 2018

Aayushi Jindal  
Company Secretary  
M. No. ACS-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 24th September, 2018 to 29th September, 2018 (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. To support Green initiative, the Members holding physical shares are requested to approach/write to the Company/RTA to record their e-mail address.
9. 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 Annual General Meeting is provided in the AGM notice.
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 7 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 33rd 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 2017-18 together with Directors' Report and Auditors' Report are available on the website of the Company [www.calcomindia.com](http://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. 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 Annual General Meeting.
16. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 2, 4, 5 & 7 are as follows:

Particulars	Mr. Ajay Kumar Singhal	Mr. Sunder Hemrajani	Mr. Abhishek Malik	Mr. Sushil Kumar Malik
<b>Date of Birth &amp; Age</b>	5 <sup>th</sup> February, 1958 60 years	27 <sup>th</sup> May, 1955 63 years	12 <sup>th</sup> November, 1985 32 years	9 <sup>th</sup> September, 1949 68 years
<b>Date of First Appointment</b>	13 <sup>th</sup> August, 2014	4 <sup>th</sup> November, 2017	11 <sup>th</sup> August, 2018	31 <sup>st</sup> July, 2018
<b>Qualifications</b>	B.Com (H), L.L.B., F.C.A.	Graduated in Mechanical Engineering from DCE, MBA from FMS.	Graduate from University of Macquarie, Australia & Post Graduation from IE Business School, Madrid	B.E.(Electronics & Telecomm.), M.B.A
<b>Experience &amp; Expertise</b>	He is a Practicing Chartered Accountant. He has rich and wide experience of more than 32 years in audit of Banks, Corporate Houses, Pvt. Ltd. and Public Limited Companies, Taxation and Foreign Collaboration Agreements, Arbitration, Management & Legal Advisory services, Project Report and Project Financing, Advisor in Taxation & Company Law matters.	He is currently the Co-Founder & CEO of Incon Strategy Advisors Pvt. Ltd. and he was retired as Managing Director of Times Innovative Media Ltd. He has a 35 years rich experience in Sales, Marketing and General Management functions in leading Companies like Hindustan Unilever, Whirlpool, PepsiCo, Reliance Capital and Times.	He has total 10 years of experience in domains of Consulting, Manufacturing & Service Industry.	He is the Co-Founder & CEO of Calcom Vision Limited. He is an Electronics Engineer from Delhi College of Engineering and MBA from Delhi University's Faculty of Management Studies. He is having over four decades of experience in Electronics Industry
<b>Names of other Public Companies in which Directorship held</b>	Nil	Nil	Nil	Calcom Electronics Limited
<b>Memberships / Chairmanships of Committees of other public companies (includes only Audit and Shareholders / investors Grievance Committee)</b>	Nil	Nil	Nil	NIL
<b>Relationship with Directors Interse</b>	N/A	N/A	Mr. Abhishek Malik is part of the promoter family and is related to the following directors of the Company: Mr. S. K. Malik – Father of Mr. Abhishek Malik Mrs. Yuvika Bader – Wife of Mr. Abhishek Malik.	Mr. Abhishek Malik Director of the Company (being his father), Ms. Yuvika Bader, Director of the Company (being her father-in law).
<b>Number of Shares held in the Company</b>	Nil	Nil	215594	1237438

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

**Item No. 4:**

The Board at its meeting held on November 4, 2017, appointed Mr. Sunder Hemrajani as additional director with effect from such November 4, 2017 pursuant to Section 161 of the Companies Act, 2013. He holds office up to the date of the ensuing annual General Meeting.

Under section 160 of Companies Act 2013, a notice in writing has been received from a member proposing him for directorship of the Company.

Mr. Sunder Hemrajani 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.

Brief resume of Mr. Sunder Hemrajani, nature of his expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees and other requisite details, are provided in this Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution No. 4 , in relation to appointment of Mr. Sunder Hemrajani as Director and Independent Director, respectively, for the approval by the shareholders of the Company.

All documents concerning these items are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all working days upto the date of ensuing Annual General Meeting.

Except Mr. Sunder Hemrajani, none of the other Directors/Key Managerial Personnel of the Company/ their relative(s) is, in any way, concerned or interested, financially or otherwise in the proposed 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:**

Mr. Abhishek Malik has been appointed as an additional director (in non-executive capacity) of the company with effect from August 11th, 2018 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 Mr. Abhishek Malik as candidate for the office of Director of the company.

Brief resume of Mr. Abhishek Malik, nature of his expertise in specific functional area and other requisite details, are provided in this Notice.

Mr. Abhishek Malik is interested in the resolution set out at item no. 5 of the Notice with regard to his appointment.

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

Keeping in view the qualifications and expertise of Mr. Abhishek Malik, the Board recommends the Ordinary Resolution set out at Item no. 5 of the Notice for the approval of the shareholders.

**Item No. 6:**

The Board of your Company recommended engaging of Mr. Abhishek Malik for providing professional services to the Company i.e Developing International Market, Development of New Products, Planning and Participation in trade exhibitions and all other activities which will help in increasing the business and revenues of the Organization. It is proposed to pay a remuneration not exceeding Rs. 2.5 Lakhs per month for a period of 2 years with effect from October 1, 2018, as may be decided by the Nomination & Remuneration Committee of Directors of the Company within aforesaid limits.

Mr. Abhishek Malik is interested in the resolution set out at item no. 6 of the Notice with regard to his appointment.

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

Keeping in view the qualifications and expertise of Mr. Abhishek Malik, the Board recommends the Ordinary Resolution set out at Item no. 6 of the Notice for the approval of the shareholders.

**Item No. 7:**

Mr. Sushil Kumar Malik is the founder promoter of the Company and associated with the Company in capacity of Chairman and Managing Director since July 31, 2003

His contributions towards the overall development of the Company, efficient business operations and for improving the financial status of the company, are commendable.

Brief resume of Mr. Malik, nature of his expertise in specific functional area and other requisite details, are provided in this Notice.

Keeping in view the above, along with his experience & expertise, it was approved by the Board of Directors in their meeting held on August 11, 2018, on the recommendation made by the Nomination & Remuneration Committee, that he be reappointed as Chairman and Managing Director of the Company for a period of 5 years w.e.f. July 31, 2018 at a remuneration of Rs. 120 Lacs per annum with effect from July 31, 2018 for a period of 3 years, as detailed in the resolution.

Copy of the draft letter of appointment to be issued to Mr. Sushil Kumar Malik Chairman & Managing Director, is open for inspection by any member of the Company during business hours on all working days upto the date of ensuing Annual General Meeting.. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

In terms of provisions of Schedule V of the Companies Act, 2013, consent of shareholders is required by way of special resolution to allow the Company to pay aforesaid remuneration to the managerial personnel.

Mr. Sushil Kumar Malik and his relatives, to the extent of their shareholding, if any, in the Company and Ms. Yuvika Bader Mr. Abhishek Malik are deemed to be interested / concerned in the resolution set out at item no. 7 of the Notice. Save and except the above, 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 Special Resolution set out at Item no. 7 of the Notice for the approval of the shareholders.

Statement containing additional information as required as per Category (iv) of Part II of Section II of Schedule V of the Companies Act, 2013

#### I. GENERAL INFORMATION:

1. **Nature of industry:** Electronics Industry.
2. **Date or expected date of commencement of commercial production:** The Company was incorporated on May 30th, 1985. The Company had since commenced its business.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. **Financial performance based on given indicators:**

(Rs. in Lacs)

Particulars	2017-18	2016-17
Sales	2564.10	1502.32
Profit/ (Loss) before Interest, Depreciation and Tax	313.10	101.75
Profit/ (Loss) after tax	267.14	72.29

5. **Foreign investments or collaborations, if any:** Not applicable.

#### II. INFORMATION ABOUT THE APPOINTEE:

1. **Background details:** Mr. Sushil Kumar Malik aged 68 years, is an Electronic Engineer and had done his B.Tech from Delhi College of Engineering and MBA from Delhi University's Faculty of Management Studies. He is having over three decades of experience in Electronic Industry.

2. **Past Remuneration:**

(Rs. In Lakhs)

YEAR	REMUNERATION
2017-18	120.00

3. **Recognition or Awards:** None.
4. **Job Profile and his suitability:** Mr. Sushil Kumar Malik has been associated with the Company since incorporation and under his leadership the Company is continuously improving and developing by each year. He is deeply involved in strategic decision making of the company for the progress of the Company.

5. Remuneration proposed (for a period of 3 years):
- Basic Salary: Rs. 60,00,000/- per annum
  - Perquisites & Allowances:
    - House Rent allowance: Rs. 30,00,000/- per annum
    - Special Management allowance (quarterly payment): Rs. 30,00,000 per annum
  - Other Benefits: As per Company Policy

The following shall not be included in the aforesaid limit:

- i. Contribution to Provident Fund, superannuation fund as laid down in the respective rules;
  - ii. Encashment of unavailed leave and other benefits as per Rules of the Company.
6. **Comparative Remuneration profile with respect to the industry, size of the Company, profile of the position and person:** The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed person.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mr. S.K. Malik is the promoter of the Company holding 11.74% shareholding in the Company. His family members and companies forming part of promoter group collectively hold another 69.79% shareholding in the Company. Apart from that certain transaction are related with Mr. S.K. Malik, which have been carried out with due approvals, please also refer note no. 42 of the Notes to Accounts. He is related to Mr. Abhishek Malik Director of the Company being his Father Ms. Yuvika Bader, Director of the Company being her father-in law.

### III. OTHER INFORMATION:

1. **Reasons of loss or inadequate profits:**

The Company's television business crashed in 2002 with the exit of its major customers i.e. Philips, BPL and Thomson. The Company went into heavy losses and became a sick company. The Company settled with all its lenders and creditors which took lot of time. The Company started focusing on business for last few years and is constantly working to improve the both sales as well as profits.

The major reasons for inadequate profits have been

1. MRP based Excise Duty on LED products which is the focus of the Company.
2. Rapid downward slide in prices of LED products.

2. **Steps taken or proposed to be taken for improvement:**

The Company has taken various steps for improvement of its profitability on a sustained basis under the direction and supervision of Mr. Sushil Kumar Malik.

1. Expanding customer base.
2. Introducing new products

Company has implemented SAP B1 ERP with the objective of integrating and streamlining most of the functions and business processes on one unified platform. For this purpose, the Company underwent a comprehensive exercise to review, design and document its business processes and their mapping to the SAP ERP functionalities.

The Company Go Live with the new system, SAP B1 ERP independently on July 1, 2018.

Mr. Sushil Kumar Malik, the Managing Director of the Company is trying to make strategic and operational transformation for significant and sustained improvement in the overall business and financial performance. This transformation initiative under his leadership will comprehensively cover all areas of the Company's operations like Company strategy, product strategy, manufacturing, supply chain, employee and managerial productivity, cost reduction & efficiency improvements, improved effectiveness in sales & marketing and customer satisfaction / relationships and strengthen its business fundamentals.

### ITEM NO. 8:

In accordance with the provisions of the Companies Act, 2013, Mr. Sushil Kumar Malik would attain the age of seventy years on September 09, 2019 and as such Mr. Sushil Kumar Malik would be able to continue his post in the Company if the Company has obtained the approval of its Members by way of a special resolution.

Mr. Sushil Kumar Malik and his relatives, to the extent of their shareholding, if any, in the Company and Ms. Yuvika Bader, Mr. Abhishek Malik are deemed to be interested / concerned in the resolution set out at item no. 8 of the Notice. Save and except the above, 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.

Keeping in view his contributions towards the overall development of the Company, efficient business operations and for improving the financial status of the company, along with his experience & expertise, the Board recommends the Special Resolution set out at Item no. 8 of the Notice for the approval of the shareholders.

**ITEM NO. 9**

In the present competitive scenario, the Board of Directors of the Company (hereinafter referred to as the "Board") has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership and participation amongst them.

In view of this, the Board has formulated a draft of the "Calcom Vision Employees Stock Option Plan - 2018" (hereinafter referred to as 'Plan') for the Identified employees of the Company (hereinafter referred to as 'employees' or 'said employees') in accordance with the applicable laws.

Hence, in terms of the Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI (SBEB) Regulations, 2014") and Section 62 and other applicable provisions of the Companies Act, 2013, issue of shares to employees under an employees' stock option plan requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 9 seeks your approval for the issue of further Equity Shares under the "Calcom Vision Employees Stock Option Plan - 2018", to the employees of the Company, as may be determined by the Board of the Company.

The Plan will be administered by the Nomination and Remuneration Committee (hereinafter referred to as "Committee") of the company. The Committee for the said purpose has been designated as Compensation Committee in compliance with SEBI (SBEB) Regulations, 2014.

The main features and other details of the Plan as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:

1. Brief description of the Plan

The Plan shall be called as the "Calcom Vision Employees Stock Option Plan - 2018" or "the plan" and shall extend its benefits to the present and/or future permanent employees of the Company, in accordance with the applicable laws.

The Plan will be implemented via Direct Route wherein the Company will allot fresh Equity Shares of the Company to eligible employees upon successful exercise of their vested options. The plan will be administered by the Nomination and Remuneration Committee ("Committee") of the company.

2. Total number of Options to be granted under the Plan.

The maximum number of options to be granted under Plan shall not exceed 5% of the aggregate of numbers of issued Shares of the Company at any point of time, presently comprising of 5,27,173 (Five Lakh Twenty Seven Thousand One hundred Seventy Three) Options convertible into to 5,27,173 (Five Lakh Twenty Seven Thousand One hundred Seventy Three) equity shares of face value of Rs. 10/- each

3. Identification of classes of employees entitled to participate and be beneficiaries in Plan.

ϕ A permanent employee of the Company who has been working in India or outside India; or

ϕ A director of the Company, whether a whole time director or not but excluding an independent director;

But does not include:

ϕ An employee or Director who is a promoter or a person belonging to the promoter group; or

ϕ A director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

4. Requirement of Vesting and period of Vesting

The options granted under the Plan shall vest, subject to completion of minimum 1 (One) year from the date of Grant and it may extend upto maximum of 5 years from the date of grant, at the discretion of and in the manner prescribed by the Committee.

The vesting of options can be either half yearly or yearly, which will vary from employee to employee as may be decided by the Committee at the time of respective grant. The vesting schedule of the grantee will be clearly defined in their grant letter.

5. Maximum period within which the options shall be vested.

The maximum period within which the Options shall be vested shall be 5 (Five) years from the date of Grant of Options on satisfaction of vesting conditions as determined by the committee.

6. Exercise Price or Pricing Formula:

The Exercise price of the Shares will be based on the Market Price of the Shares one day before the date of the meeting of the Committee where in the grants of options will be approved by the Committee. The Committee at the time of deciding the price may consider average of high and low closing prices of last 15 trading days to arrive at the exercise price.

The Committee shall have a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the Exercise price shall not go below the par value of Equity Share of the Company which is Rs. 10/- per share.

7. Exercise period and process of Exercise:

The Employee Stock Options granted may be exercised by the Option Grantee within a maximum period of 5 (five) years from the date of vesting of the respective Options.

After vesting, the options can be exercised through cash route under which the Grantee will receive the shares equivalent to the number of the Options exercised in accordance with the terms and conditions of the Plan after he has made the payment of the exercise price and the applicable taxes.

The mode and manner of the Exercise of the Options shall be communicated to the employees individually. On exercise of the Options, the employee shall forthwith pay to the Company the price which includes the grant price and applicable taxes. The options shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of the Employees for the Plan:

The eligibility criteria shall be determined by Committee from time to time and shall be based on various parameters as per discretion of the Committee, including but not limited to any or all of the following:

- i) Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- ii) Performance: Employee's performance during the financial year on the basis of the parameters decided by the management.
- iii) Designation: Employee's designation in the Career Group as per the HR Policy of the Company.
- iv) The present and potential contribution of the Employee to the success of the Company,
- v) High market value/difficulty in replacing the Employee and
- vi) High risk of losing the Employee to competition,
- vii) Value addition by the new entrant if any

9. The Maximum number of Options to be granted per employee and in aggregate

The maximum number of options that may be granted to any specific eligible employee will be determined by the Committee on case to case basis. The Board may decide to grant such number of options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.

The maximum number of options to be granted under Plan shall not exceed 5% of the aggregate of numbers of issued Shares of the Company at any point of time, presently comprising of 5,27,173 (Five Lakh Twenty Seven Thousand One hundred Seventy Three) Options convertible into to 5,27,173 (Five Lakh Twenty Seven Thousand One hundred Seventy Three) equity shares of face value of Rs. 10/- each

10. The Maximum quantum of benefits to be provided per Employee under the Plan

The maximum quantum of benefit that will be provided to every employee under the Plan will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of options and the Exercise Price paid by the employee to the Company.

11. Implementation and administration of the Plan

The Plan shall be implemented by Direct Route and will be administered by the Nomination and Remuneration Committee ("Committee") of the company. The Committee for the purpose of said administration has been designated as Compensation Committee in compliance with SEBI (SBEB) Regulations, 2014.

12. Whether the Plan involves new issue of shares by the company or secondary acquisition by the Trust or both

The Plan is implemented by Direct Route, wherein the Company will allot fresh Equity Shares of the Company to its Employees who successfully exercised their vested options.

13. The amount of loan to be provided for implementation of the Plan by the company to the trust, its tenure, utilization, repayment terms, etc.;

Not Applicable

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan.

Not Applicable

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options.

Fair Value Method

17. Statement with regard to Disclosure in Director's Report

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'

In terms of Section 62 of the Act and Regulation 6 of the SEBI SBEB Regulations, the approval of the Shareholders is sought by way of Special Resolution for the approval of the "Calcom Vision Employees Stock Option Plan - 2018" and issuance of shares under this Plan to the employees of the Company. Therefore, your Directors recommend the Resolutions as set out at Item No. 9 for your approval.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Plan.

**Item No. 10**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 10 of the accompanying Notice for members approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

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

**Place: Greater Noida**  
**Date: 11th August, 2018**

**Aayushi Jindal**  
**Company Secretary**  
**M. No. ACS-55567**

## Annexure-A

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

- (i) The voting period begins on 26<sup>th</sup> Sept., 2018 (9.30 a.m.) and ends on 28<sup>th</sup> Sept., 2018 (5.00 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 24<sup>th</sup> Sept., 2018, 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](http://www.evotingindia.com).
- (iv) Click on Shareholders/Members
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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"> <li>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.</li> <li>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</li> </ul>
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. 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 login 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](http://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](mailto: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](mailto: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. 24<sup>th</sup> Sept, 2018 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).