

Calcom Vision Limited

CIN: L92111DL1985PLC021095

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

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NOTICE

Notice is hereby given that the 34th ANNUAL GENERAL MEETING of the members of CALCOM VISION LIMITED will be held on Monday, the 30th day of September, 2019 at 10, Forest Lane, U.G. Tank Road, Village Ghitorni, 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 on March 31, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Yuvika Bader (DIN: 07114760), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider 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 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. Anurag Goel (DIN: 00000007), who was appointed as an Additional Director (in capacity of Independent Director) of the Company by the Board of Directors on July 17, 2019 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 an Independent Director of the Company, to hold office for a term of five years w.e.f. July 17, 2019, not liable to retire by rotation.

4. 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 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. Bharat Bhushan Jain (DIN: 00241818),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, who shall be attaining the age of 75 years on November 24, 2019, 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 a second term of five consecutive years with effect from September 30, 2019 up to September 29, 2024 and further he shall not be liable to retire by rotation.

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company through Postal Ballot on January 6, 2018 limiting the borrowing powers of the Board of Directors of the Company ("Board") upto Rs. 10 crores (Rs. Ten Crores only/-), pursuant to Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with rules made thereunder, the consent of the members of the Company be and is hereby accorded to the Board to borrow moneys on behalf of the Company, as may be required from time to time, for any sum or sums of monies which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may

exceed the aggregate paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 25 Crores (Rupees Twenty Five Crores only).

RESOLVED FURTHER THAT the Board and / or any Committee thereof be and is hereby authorised to do all acts, deeds and things in connection with aforesaid borrowings and matters incidental thereto to give effect to this resolution and further, acts already done in this regard be and are hereby ratified."

6. To consider and, if thought fit, to give assent or dissent to pass the following resolution as SPECIAL RESOLUTION :

"RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company through Postal Ballot on January 6, 2018 limiting the powers of the Board of Directors of the Company ("Board") to create mortgage and/or charge upto Rs. 10 crores (Rs. Ten Crores only/-), pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with rules made thereunder, the consent of the members of the Company be and is hereby accorded to the Board to create mortgage and/or charge, in addition to the mortgage/charge already created by the Company, in such form and manner as the Board may determine on the movable and / or immovable properties of the Company for securing the borrowings of the Company availed/to be availed from banks or financial institutions or otherwise, by way of loans or advances or credit facilities, together with any kind of interest, charges, expenses and all other monies payable by the Company in respect of the said borrowings, as may be required from time to time, subject to the limits i.e. not exceeding a sum of Rs. 25 Crores (Rupees Twenty Five Crores only).

RESOLVED FURTHER THAT the Board and / or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary/ required from time to time in this regard and to give effect to this resolution and further, acts already done in this regard be and are hereby ratified."

By order of the Board
For CALCOM VISION LIMITED

Place: New Delhi
Date: 27th July, 2019

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, 2019 to 30th September, 2019 (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 34th 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 2018-19 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. 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. 2,3&4 are as follows:

Particulars	Ms. Yuvika Bader	Mr. Anurag Goel	Mr. Bharat Bhushan Jain
Date of Birth & Age	20 th June, 1985 34 years	7 th November, 1949, 69 years	24 th November, 1944, 74 years
Date of First appointment	19 th March, 2015	17 th July, 2019	15 th May, 2010
Qualifications	M.Sc. in Culture and Society, London School of Economics	M. Sc. (Physics) (Gold-medalist) from the University of Allahabad & Indian Administrative service (IAS) in 1972.	B.Sc., L.L.B.
Experience & Expertise	<p>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.</p> <p>She has been associated with various social causes and has been associated with the Company for last four years.</p>	<p>He was Secretary, Corporate Affairs for 3 ½ years (2006-09), and on superannuation took up the assignment of Member, Competition Commission of India (CCI) for five years. He has served in Government of India in 6 Ministries viz. Defense, Home, Civil Aviation, Health, Finance and corporate Affairs. Mr. Goel has decades of experience of conceptualizing, designing and managing successful transformational initiatives in the governmental systems.</p>	<p>He is a leading Practising Civil Advocate in New Delhi. He has rich and wide experience of more than 50 years in Legal Field.</p>
Names of other Public Companies in which Directorship held	Nil	Nil	Nil
Memberships / Chairmanships of Committees of other public companies (includes only Audit and Shareholders / investors Grievance Committee)	Nil	Nil	Nil
Relationship with Directors Interse	Mr. S.K. Malik (Father in Law) & Mr. Abhishek Malik (Husband)	Not related to any Director	Not related to any Director
Number of Shares held in the Company	Nil	Nil	10600

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

Item No. 3:

The Board at its meeting held on July 17, 2019, appointed Mr. Anurag Goel as an additional director with effect from such July 17, 2019 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. Anurag Goel 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. Anurag Goel, 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.3, in relation to appointment of Mr. Anurag Goel as an Independent Director, 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. Anurag Goel, 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. 3 of the Notice for the approval of the shareholders.

Item No. 4:

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 confirmation received from Mr. Bharat Bhushan Jain (DIN: 00241818), who shall be attaining the age of 75 years on November 24, 2019, having been eligible for re-appointment as an Independent Director in terms of Section 149 (10) and considering his overall contribution, performance and fitness, the Board approved the proposal for his re-appointment and recommends the same for approval of shareholders by way of a special resolution.

Pursuant to the 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 member is being sought by way of Special Resolution, to continue to avail the expert service of Mr. Bharat Bhushan Jain (DIN: 00241818) as Independent Director of the Company by his re-appointment on the Board of Directors of the Company for second term of five consecutive years from September 30, 2019 upto September 29, 2024. The above mentioned Independent Director is expert in his respective field and his experience and valuable guidance is beneficial to the Company.

The Nomination and Remuneration Committee recommended the re-appointment of Mr. Bharat Bhushan Jain (DIN: 00241818) based upon his performance evaluation which has been further seconded by the Board of Directors.

In the opinion of the Board, Mr. Bharat Bhushan Jain (DIN: 00241818) is a person of integrity, fulfill the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company.

Except Mr. Bharat Bhushan Jain, none of the other Directors, Key Managerial Personnel or their relatives, are interested financially or otherwise in the resolution.

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

Item No. 5 & 6

Increase in the Borrowing limits of the Company and Creation of charge on the movable and immovable properties of the Company in respect of borrowings

The Company is focusing on manufacturing of many new items including Specialty Lighting Products and has plans to expand its existing product line, product mix and planning to enter into new markets in the coming years. These business expansions require substantial investments in working capital as well as investments for the manufacturing process, marketing and brand building activity etc. Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds and for this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or such other persons/ individuals as may be considered fit, which, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the limits approved by the shareholders earlier on January 6, 2018, i.e. Rs. 10 crores. For smooth operations of the company, it is considered necessary to enhance the borrowing limits from Rs. 10 crores to Rs. 25 crores. Hence it is proposed to increase the maximum borrowing limits upto Rs.25 crores (Rupees Twenty Five Crores only).

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge/ mortgages/ hypothecation on movable or immovable properties of the Company from time to time subject to the limits approved by the shareholders earlier on January 6, 2018, i.e. Rs. 10 crores. Under Section 180(1) (a) of the Companies Act, 2013, a special resolution is required to be obtained by the Company which provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company for a sum equivalent to the borrowing limit i.e. Rs. 25 Crore (Rupees Twenty Five Crores only)

The Board recommends the Special Resolutions as set out at Item no. 5 and 6 of the Notice for the approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/ their relative(s) is, in any way, concerned or interested, financially or otherwise in the proposed resolutions.

By order of the Board
For CALCOM VISION LIMITED

Place: New Delhi
Date: 27th July, 2019

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 27th Sept., 2019 (9.00 a.m.) and ends on 29th Sept., 2019 (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 24th Sept., 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/Members
- (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"> • 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)	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 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.
- (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. 24th Sept, 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.