

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

POSTAL BALLOT NOTICE**Dear Members,**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the members through postal ballot/ electronic voting (e-voting). The explanatory statement pursuant to Section of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ("Board") has, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, appointed Mr. Sandeep Kansal (M.No. 14132, COP No. 3472), a practicing Company Secretary, Proprietor of M/s Sandeep Kansal & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the enclosed self-addressed postage prepaid Envelope so as to reach the Scrutinizer not later than the close of working hours, that is, 5:00 p.m. on Saturday, 6th January, 2018. Please note that, Postal Ballot Forms received after 5:00 p.m. on Saturday, 6th January, 2018 shall be deemed invalid.

Member desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the Section 'Instructions for Voting'. Reference to postal ballot(s) in the Postal Ballot Notice includes votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared by the Chairman or any other authorized person of the Company on Monday, 8th January, 2018 and shall also be displayed on the Company's website, www.calcomindia.com. The date of declaration of the result of Postal Ballot shall be deemed to be the date of passing of said resolution.

SPECIAL BUSINESS:**1. Increase in the Borrowing limits of the Company**

To consider and, if thought fit, to give assent or dissent to pass the following resolution as SPECIAL RESOLUTION through postal ballot process:

"RESOLVED THAT pursuant to Section 180 (1)(c) and such other provisions as may be applicable 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 of Directors of the Company to borrow moneys on behalf of the Company, as may be required from time to time, 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. 10 Crores (Rupees Ten 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."

2. Creation of charge on the movable and immovable properties of the Company in respect of borrowings

To consider and, if thought fit, to give assent or dissent to pass the following resolution as SPECIAL RESOLUTION through postal ballot process:

"RESOLVED THAT 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 of Directors 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. 10 Crores (Rupees Ten 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."

3. Alteration in the Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to give assent or dissent to pass the following resolution as SPECIAL RESOLUTION through postal ballot process:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to requisite approvals, if any, of the appropriate authorities, Clause III (A) Main Object of the Memorandum of Association of the Company be and is hereby replaced with following new object clause (s):

1. To carry on the business of manufacture, assemble, erect, install, purchase, import, export, equip, sell, trade, fabricate, design, distribute, repair, maintain, exchange, alter, lease or hire, sell or hire purchase, service, design, research and improve, develop, exchange, maintain, repair, refurbish, store and otherwise deal in any manner in all types of electrical and electronic goods, including but not limited to LED bulbs, LED Panels, LED Street Lights, LED Power Bulbs, Tube Lights, Downlighters, Battens, all kinds and types of LED Lights such as LED Specialty Lights, LED Solar Lights, LED Automobile Lights, LED Fancy Lights, LED Industrial Lights, Traditional Lighting such as Electronic Ballasts, Luminaries and other related products and accessories thereto.
2. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise in all type of plastic molded/extruded products of every kind and description.
3. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all kinds of apparatus, tools, spares, components, jigs, dies, molds, commodities, equipments and machinery for manufacturing, testing, quality control of all types of electronic/electrical products, components, equipments, Plastic products.
4. To purchase, sell, manufacture, export, repair, alter, exchange, service, design, research and improve, develop or otherwise deal in all kinds of household appliances, instruments of all kinds, Kitchen appliances, electrical appliances of every description and all systems apparatus, equipment, raw material, components, spare parts and fitting related thereof.
5. To act as Electronic Manufacturing Service provider for all kinds of electronic products, plastic products, household appliances along with products such as different types and description of Televisions, Set up boxes and other related instruments, telephone whether corded, cordless, mobile phones, Energy Meters including Smart Meters, Power electronics equipments and to provide technical services in respect thereof or relating thereto.
6. To act as consultants, advisors, researchers, dealers, agents, sub-agents, representative of manufacturers or

otherwise for all kind of manufactured goods, services and to establish or maintain services, branch(s), anywhere in the world in connection with the business of the company as referred to the objects above.

RESOLVED FURTHER THAT the Board and / or any Committee thereof be and is hereby authorised to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution and further, acts already done in this regard be and are hereby ratified.”

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

Sd/-

Neha Gupta

Company Secretary

M.No. 42634

Place : New Delhi

Date : 04.11.2017

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the ACT”) setting out all material facts relating to the proposed Special Businesses in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 1st December, 2017. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed Reply Envelope. **Also, in order to support Green initiative, the Members holding physical shares are requested to approach/write to the Company/RTA to record their e-mail address.**
3. Resolutions passed by the shareholders through postal ballot and remote E-voting is deemed to have been passed at a general meeting of the shareholders of the company.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the “Investor Relations” section on the Company’s website: www.calcomindia.com.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility.
6. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot

will be treated as “INVALID”. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members.

7. The Voting rights of the Members shall be in proportion to their share of the paid-up share capital of the Company as on relevant date i.e. Friday, 1st December, 2017. Voting rights in the postal ballot/ e-voting cannot be exercised by a proxy, though corporate shareholders shall be entitled to vote through their authorized representative.
8. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

INSTRUCTIONS FOR VOTING

1. Information and instructions relating to e-voting

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

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on Shareholders.
- c) 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.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed 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

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) 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.

- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - j) Click on the EVSN for the relevant Calcom Vision Limited on which you choose to vote.
 - k) 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.
 - l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - m) 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.
 - n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - o) 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.
 - p) 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.
 - 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.
 - q) 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.
- 2. Information and instructions relating to voting through physical Postal Ballot Form**
- (i) Members are requested to carefully read the instructions printed in the Postal Ballot Form and return

the Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than close of working hours that is, 5:00 p.m. (IST) on Saturday, 6th January, 2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.

- (iii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form is permitted.
- (iv) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
- (v) In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member.

Explanatory Statement

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

Item No. 1 & 2: 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 aggregate of the paid-up capital and the free reserves of the Company but shall not exceed Rs. 10 crores (Rupees Ten Cores only). Hence it is proposed to increase the maximum borrowing limits upto Rs. 10 crores (Rupees Ten Cores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013,

it is necessary to obtain approval of the shareholders by means of Special Resolution to enable the Board of Directors of the Company to make borrowings, exceeding the aggregate of the paid up capital and free reserves of the Company.

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 so as to secure the borrowings of the Company availed by it from time to time subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013. 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

The Board recommends the Resolutions as set out at Item no. 1 and 2 of the Notice as Special Resolutions, for 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.

Item No. 3: Alteration in the Object Clause of the Memorandum of Association of the Company

It is proposed to amend the main objects clause of the Memorandum of Association by substitution of new clauses in place of existing clauses as mentioned in the Item No. 3 of the Notice, to include details of products and services proposed to be provided by the Company in line with plans of your company to expand and diversify the present scope of operations and to venture into new business activities, related to existing business, for which the Company has good potential. The Board of Directors, at their meeting held on 4th November, 2017 has approved the alteration of Memorandum of Association of the Company.

The Board recommends the Resolution as set out at Item no. 3 of the Notice as Special Resolution, for 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 resolution.

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

Sd/-
Neha Gupta

Company Secretary
M.No. 42634

Place : New Delhi
Date : 04.11.2017