

Calcom Vision Limited

CIN :- L92111DL1985PLC021095

Calcom

ISO 9001 : 2015

ISO 1401 : 2015

SA 8000 : 2014

Corp. Office & Factory : B-16, Site-C, Surajpur, Industrial Area, Greater Noida, Gautam Budh Nagar U.P.-201 306
Ph. : 91-0120-2569761 - 4 Fax : 91-0120-2569769, E-mail : corp.compliance@calcomindia.com
Website : www.calcomindia.com

To
The Department of Corporate Services/Listing
BSE Limited
Floor 25, P. J. Towers, Dalal Street,
Mumbai- 400 001

Date: 04.09.2019

Scrip Code: 517236

Dear Sir/Madam,

Subject: Annual Report of the Company for the Financial Year 2018-19 along with Notice of Annual General Meeting

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the Financial Year 2018-19, along with Notice of the 34th Annual General Meeting scheduled to be held on Monday, September 30, 2019 at 09:00 AM, at 10, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030.

Submitted for your kind information and necessary records.

Thanking you,

Yours faithfully,

For Calcom Vision Limited


Aayushi Jindal
Company Secretary & Compliance Officer



Encl.: As above

34th ANNUAL REPORT

2018-19



CALCOM VISION LTD.



Calcom is a fully integrated lighting solution manufacturer (having a comprehensive range of LED products and drivers), with In-House Plastic Injection Moulding, Approbation Lab, Tool Room and Wire Wound Components manufacturing. All products developed by Calcom meet IEC and BIS requirements and are tested under varying environment conditions using stringent quality norms making them highly reliable and energy efficient.

Calcom has a State-of-the-Art factory located at Greater Noida, U.P. spread over 13,000 square meters with a covered area of 100,000 square feet. Presently Calcom is supplying a range of lighting products to several Multi-National Brands in India and Overseas. Calcom is an ISO 9001:2008 and an ISO 14001:2004 Company.



CHAIRMAN'S MESSAGE

Dear Shareholders,

I am happy to present to you the 34th Annual Report of your company, Calcom Vision Limited. With this, we reinforce our drive for long-term value creation by focusing on process improvement, people engagement, and most importantly, corporate governance. For us, governance is a philosophy, rather than a compliance discipline. It enables better corporate performance and long-term value creation for our shareholders and other stakeholders.

It gives me great pleasure to share with you all, your Company's performance for the year 2018-19. The fiscal 2018-19 posed a challenge for electronics manufacturers in terms of depreciating rupee value and hardening commodity prices in the first half of the year in the domestic market. Post the arrival of the festive season the industry saw an upward trend.

Nevertheless, with discrepancies in global trade, India is expected to emerge as a major electronic manufacturing hub globally, giving opportunities to manufacturers. While certain macro-economic factors might have dampened the overall economic growth, but your Company presented a strong set of financial and operational performance. This evidences the robustness of our strategy and the soundness of our business model.

We, continue to focus on fostering internal growth and seize market opportunities in consumption and technological up gradation. On the technological side, we have installed SAP to drive efficiency and improve the information flow in the organization. Investments for improving the quality of our products with an aim to achieve zero defects have been continuous and remain solid.

Moving on, you will be pleased to note that your Company continued to make strides in 2018-19 in its growth journey. Some of the high points are:

- In the year under review, we saw a growth of 104.06% in revenue from operations to Rs. 5232.28 lakhs from Rs.2564.10 lakhs in the previous fiscal year. We recorded a healthy EBIDTA of Rs. 480.00 lakhs in 2018-19 from Rs. 232.89 in 2017-18 registering a growth of 106.11%.
- The company's strategy to focus on LED Battens and High Wattage Bulbs paid rich dividends. The revenue has doubled from the last year with improved operational efficiency and higher market penetration.
- During the year the company added two new customers in domestic market.
- The Company also tied up with an export customer in United Kingdom (UK), for export of lighting products.
- The company also introduced five new products in Professional Lighting Category.
- In July Company Deployed SAP B1 ERP, went live after 3 months Parallel Run in SAP and legacy systems.

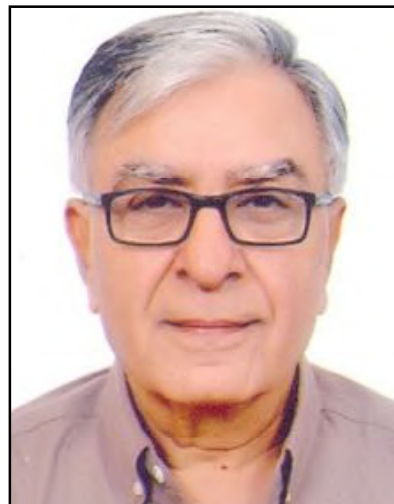
We look forward to many more years of innovation, rewarding experiences and greater operational efficiencies and as one of the leaders in our industry space, we shall continue to invest in R&D and scaling-up our business. We are making steady progress towards our goal and remain determined for the actions needed to realize these ambitions. We remain committed to driving our growth positively, enhancing our margins and institutionalizing our organization for a sustainable future.

On behalf of the Board, I would like to take this opportunity to express our heartfelt appreciation to all the employees of Calcom for their invaluable contribution to the company's success. I would also like to thank the Board and the Board members for their wisdom, guidance, support and dedicated efforts. Board present their deep condolence on the sudden death of Mr. Hamidullah Kabir Khan and thankful to his vision and guidance during his tenure. The Board pleased to share that Mr. Anurag Goel, was appointed as an Independent Director of the Company, who brings his expertise and competence in the growth of the Company.

I would also like to extend my vote of thanks to our shareholders, business partners and other stakeholders for their ongoing engagement and support.

With Best Wishes,

Sushil Kumar Malik
Chairman and Managing Director



Corporate Information

Board of Directors

Sushil Kumar Malik

Bharat Bhushan Jain

Dr. Om Prakash Sood

Anurag Goel (w.e.f July 17, 2019)

Sunder Hemrajani

Ajay Kumar Singhal

Yuvika Bader

Abhishek Malik

Chairman & Managing Director

Company Secretary

Aayushi Jindal

Auditors

Suresh Chandra & Associates

Chartered Accountants

Secretarial Auditor

Narender & Associates

Practicing Company Secretaries

Registered Office

C-41, Defence Colony New Delhi-110024

Corporate Office

B-16, Site-C, Surajpur Industrial Area

Greater Noida, Gautam Budh Nagar (U.P.)-201306

Registrar & Transfer Agents

Abhipra Capital Limited

Ground Floor-Abhipra Complex,

A-387, Dilkhush Industrial Area,

G.T. Karnal Road, Azadpur

Delhi-110033

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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

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 are 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 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
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.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 34th Annual Report on the operations of your Company together along with Annual Audited Accounts for the financial year ended 31st March, 2019.

Financial Results

The highlights of the standalone financial results of your Company along with previous year's figures are as under:

(Rs. in Lacs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Income		
Revenue from Operations	5232.28	2564.10
Profit Before Finance Charges, Depreciation, Tax and Exceptional Items	480.00	232.89
Financial Charges	116.67	91.86
Depreciation	61.85	45.93
Profit/(Loss) Before exceptional items & tax	301.48	95.10
Exceptional Items	--	172.04
Profit/(Loss) after Tax	301.48	267.14
Tax Expense	--	--
Profit/(Loss) after tax	301.48	267.14

The Financial Statements have been prepared in accordance with the Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

OPERATIONS

During the year under review, the Total Sales of your Company were Rs. 5232.28 Lacs as against Rs. 2564.10 Lacs for the previous year. The Profit before financial charges and depreciation amounted to Rs. 480.00 Lacs as compared to Rs. 232.89 Lacs in the previous year. The Net Profit for the year was Rs. 301.48 Lacs as compared to Net Profit Rs. 267.14 Lacs during previous year.

Material Changes affecting Financial Position

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2019 and the date of this Directors' report i.e. July 27, 2019

Dividend

As per proviso to Section 123 of the Companies Act read with Companies (Declaration and Payment of Dividend) Rules, 2014, no company shall declare dividend unless carried over previous losses and depreciation not provided in previous year or years are set off against profits of the company for the current year. Therefore, the Board of Directors have not recommended any dividend for the year ended 31st March, 2019.

Transfer to Reserves

The Company has not transferred any amount to reserves during the year under review.

Share Capital

The Authorized Share Capital of the Company as on March 31, 2019 was Rs. 11,00,00,000/- (Rupees Eleven Crores only) comprising of 1,10,00,000 equity shares of Rs. 10/- each.

During the year under review, the Company has converted 72934 Nos of Zero Coupon Bonds into 2431155 Equity Shares of Rs.10 each at a premium of Rs.20 each on April 2, 2018 and the Paid-up Share Capital of the Company has increased from Rs.8,11,23,120/- to Rs.10,54,34,670/-

The Paid-up Capital of the Company as on March 31, 2019 was Rs. 10,54,34,670/- (Rupees Ten crores fifty four lakhs thirty four thousand six hundred seventy only) Comprising of 1,05,43,467 equity shares of Rs. 10/- each.

Employee Stock Option Plan

Your Company has an employee stock option plan viz. 'Calcom Vision Employees Stock Option Plan- 2018' in place. The Plan provides for grant of stock options aggregating not more than 5% of number of issued equity shares of the Company to eligible employees of the Company. The Plan is administered by the Compensation Committee constituted by the Board of Directors of the Company.

Details of options granted up to March 31, 2019 and other disclosures as required under SEBI (Share Based Employee Benefits) Regulations, 2014 are enclosed to this report as Annexure - XII.

The statutory auditors of your Company, M/s Suresh Chandra & Associates, Chartered Accountants, FRN 001359N have certified that the Employee Stock Option Plan of the Company has been implemented in accordance with the applicable SEBI Regulations and the resolution passed by the Members in this regard. A certificate to this effect shall also be placed before the members at the ensuing Annual General Meeting.

RESEARCH & DEVELOPMENT

The Research and Development Department of your Company has been providing useful support towards developing of new products and improving quality of existing products.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

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

DEPOSITS

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

Details in respect of adequacy of Internal Financial Controls with reference to the Financial statements

Your Company has adequate Internal Control Systems both financial and otherwise commensurate with the size and nature of its business. Corporate Policies, Management Information and well defined reporting systems form part of overall control mechanism.

There were no instances of known material financial fraud, that involve the Management or other employees who have a significant role in your Company's internal control systems.

Your Company believes that internal control is a necessary prerequisite of the principle of Governance and that freedom should be exercised within a framework of checks and balances. There is a strong and independent in-house Internal Audit department that is commensurate with the nature of the business and the size of its operations. Internal audit department is responsible for independently evaluating the adequacy of all internal controls, adherence to internal processes and procedures, regulatory and legal requirements. The internal audit function also carries out management self-assessment of adequacy of the Company's internal financial controls and operating effectiveness of such controls in terms of Companies Act, 2013.

The Audit Committee reviews the performance of the audit function, provides strategic guidance, reviews the key findings of the audit reports, meets your Company's Statutory Auditors to ascertain their views on the adequacy of internal controls, and ensures that the Board of Directors is fully informed of major observations. The Company's Management closely monitors the internal control environment and ensures that the recommendations are effectively implemented.

DIRECTORS

As on date of this report, the Board of Directors of your Company comprised of 8 (Eight) members with 1 (One) Executive Director and 7 (seven) Non-Executive Director out of which 4 (four) are independent.

Mr. Sushil Kumar Malik (DIN: 00085715) Chairman & Managing Director of the Company is an Executive Director.

Mr. Hamidullah Kabir Khan (DIN: 00029713), an Independent Director of the Company passed away on April 20, 2019 and accordingly ceased to be the Director of the Company with effect from that day. Mr. Khan has been associated with the company since 1995 and has made valuable contribution during his tenure. Your Directors have placed their deep appreciation and gratitude for the contributions made by Mr. Hamidullah Kabir Khan during his long association with Company.

Mr. Mohinder Nayyar has resigned on August 11, 2018. The Board of Directors records its appreciation for the services rendered by Mr. Mohinder Nayyar during his tenure.

Mr. Anurag Goel (DIN: 00000007) was appointed as an Additional Director holding the position of Independent Director on the Board of Directors of the Company with effect from July 17, 2019. His term of office expires on the date of ensuing Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for being appointed as director of the Company. The brief particulars of Mr. Goel form part of the notice of the ensuing Annual General Meeting.

As per the provisions of Act, Independent Directors can be appointed for a term of five consecutive years and shall not be liable to retire by rotation. Accordingly, resolution proposing appointment of Mr. Anurag Goel as Independent Director of the Company, forms part of the notice of the ensuing Annual General Meeting.

Further, in terms of Section 152 of the Act and the Articles of Association of the Company, Ms Yuvika Bader (DIN: 07114760) is liable to retire by rotation at the ensuing Annual General Meeting. Ms. Yuvika Bader being eligible has offered herself for re-appointment at the ensuing Annual General Meeting. Brief profile of Ms Bader is annexed to the Notice convening the Annual General Meeting.

KEY MANAGERIAL PERSONNEL

As on the date of this Report, Mr. Sushil Kumar Malik -Chairman & Managing Director, Mr. Pramod - Chief Financial Officer and Ms. Aayushi Jindal - Company Secretary are the Key Managerial Personnel ("KMP") of the Company, pursuant to the provisions of the Companies Act, 2013. Ms. Aayushi Jindal was appointed as Company Secretary during the year on August 11, 2018.

DECLARATION BY INDEPENDENT DIRECTORS

In terms of Section 149(6) of the Act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Non-Executive Directors are categorized as Independent Directors of the Company: Mr. Bharat Bhushan Jain (DIN: 00241818), Mr. Om Prakash Sood (DIN: 06954639), Mr. Sunder Hemrajani (DIN: 01935048) and Mr. Anurag Goel (DIN: 00000007).

The Company has received declaration of independence from all the above-mentioned Independent Directors as per Section 149(7) of the Act, confirming that they continue to meet the criteria of independence.

EVALUATION OF THE BOARD'S PERFORMANCE

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Meetings of the Board of Directors

During the year 5 (Five) Board Meetings were held on May 30, 2018, August 11, 2018, October 27, 2018, February 2, 2019 and March 30, 2019. The intervening gap between the two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.

Committees of the Board of Directors

The Company has the following committees which have been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes. A detailed note on the same is provided under the Corporate Governance Report forming part of this Annual Report.

1. Audit Committee

The Audit Committee met 4 (four) times during the financial year 2018-19, viz. on May 30, 2018, August 11, 2018, October 27, 2018 and February 2, 2019. The Committee, as on March 31, 2019, comprised of Dr. Om Prakash Sood (Chairman), Mr. Bharat Bhushan Jain, Mr. Sushil Kumar Malik, Mr. Ajay Kumar Singhal, Mr. Sunder Hemrajani and Mr. Hamidullah Kabir Khan.

Mr. Hamidullah Kabir Khan ceased to be a member of the Committee effective from April 20, 2019 due to his sudden death.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee met 3 (three) times during the financial year 2018-19, viz. on July 30, 2018, August 11, 2018 and March 30, 2019. The Committee, as on March 31, 2019, comprised of Mr. Bharat Bhushan Jain (Chairman), Dr. Om Prakash Sood, Mr. Sushil Kumar Malik and Ms. Yuvika Bader.

3. Stakeholders' Relationship Committee:

The Committee met 4 (four) times during the financial year 2018-19, viz. on May 30, 2018, August 11, 2018, October 27, 2018 and February 2, 2019. The Committee, as on March 31, 2019, comprised of Mr. Om Prakash Sood (Chairman), Mr. Bharat Bhushan Jain and Mr. Sushil Kumar Malik.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable Indian accounting standards (Ind AS) have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

As per the provisions of the Act and the SEBI Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at <http://www.calcomindia.com/>

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between your Company and Related Parties.

This Policy specifically deals with the review and approval of material related party transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All related party transactions are placed before the Audit Committee for review and approval.

All related party transactions/ arrangements that were entered into during the financial year were at an arm's length basis and were in Ordinary Course of business.

The Particulars of contracts or arrangements with the related parties as required under Section 134(h) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as Annexure- II in Form AOC 2.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES

During the year under review, the Company has no Subsidiaries, joint venture(s) or associate(s).

CODE OF CONDUCT

In Compliance with the Listing Regulations and Companies Act, 2013, the Company has framed and adopted a Code of Conduct

and Ethics ("the Code"). The Code is applicable to the members of the Board, the executive officers and all employees of the Company. The Code is available on the website, at <http://www.calcomindia.com>

All members of the Board, the executive officers and senior officers have affirmed compliance to the Code as on March 31, 2019. The confirmation from the CEO & MD of the Company regarding compliance with the Code of Conduct by all the Directors and Senior Management is annexed as Annexure VIII and forms part of this Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Code. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism, and allows direct access to the chairperson of the audit committee in exceptional cases. During the year, the whistleblower policy was amended in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("the insider trading regulations"), enabling employees to report any violations under the insider trading regulations and leak of Unpublished Price- Sensitive information (UPSI).

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has requisite policy for Prevention of Sexual Harassment, which is available on the website of the Company at www.calcomindia.com. The comprehensive policy ensures gender equality and the right to work with dignity. An Internal Complaints Committee has been constituted as per provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No case was reported to the Committee during the year under review.

PREVENTION OF INSIDER TRADING

During the year, the company has amended the Code of Conduct on insider trading in the line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018. This policy includes policy and procedures for inquiry in case of leak of UPSI.

STATUTORY AUDITORS AND AUDITORS' REPORT

Pursuant to Sections 139 & 142 of the Act, M/s Suresh Chandra & Associates, Chartered Accountants (Firm Registration No. 001359N), were appointed as the Statutory Auditors of the Company at 33rd Annual General Meeting ("AGM") held on September 29, 2018 for a period of five years i.e. till the conclusion of the 38th AGM of the Company. Pursuant to an amendment in Section 139 of the Companies Act, 2013 effective May 7, 2018, there is no requirement of annual ratification of such appointment and hence the same is not being put up for shareholders' approval in the ensuing AGM.

There are no audit qualifications, reservations, disclaimers or adverse remarks or reporting of fraud in the Statutory Auditors Report given by M/s Suresh Chandra & Associates, Statutory Auditors of the Company for the financial year 2018-19 as annexed in this Annual Report.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Act, your Company had appointed M/s Narender & Associates, Company Secretaries (CP No.16690) as its Secretarial Auditors to conduct the secretarial audit of the Company for the FY 2018-19. The Company provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The Report of Secretarial Auditor for the FY 2018-19 is annexed to this report as Annexure - III.

There are no audit qualifications, reservations, disclaimers or adverse remarks in the said Secretarial Audit Report. Further, your Company complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

INTERNAL AUDITOR

The Company follows a robust Internal Audit process and audits are conducted on a regular basis, throughout the year, as per agreed audit plan. During the year under review, Mr. V. Arunajatesan was reappointed as Internal Auditors for conducting the Internal Audit of key functions and assessment of Internal Financial Controls etc.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of the Annual Return as at March 31, 2019 (MGT-9) is enclosed as 'Annexure - IV' to this report and is also available on the Company's website viz. www.calcomindia.com

PARTICULARS OF EMPLOYEES

Information in accordance with the provisions of Section 134(3)(q) and Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is given in Annexure 'V'.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

MANAGEMENT DISCUSSION AND ANALYSIS

A report in the form of Management Discussion and Analysis pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as a part of this report is annexed hereto as Annexure-VI.

CORPORATE GOVERNANCE

A separate section on Corporate Governance forming part of the Directors' Report and the certificate from the auditors of the Company confirming the compliance of pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in the annual report as Annexure-VII.

A Certificate has been given by the Chairman & Managing Director and Chief Financial Officer to the Board, as per requirement of Regulation 17(8) read with Part B, Schedule II of the Listing Regulations is attached to the report.

RISK MANAGEMENT POLICY

The Company has adopted a comprehensive risk management policy covering processes for identification and mitigation of all potential risks to suit the business requirements of the Company.

ACKNOWLEDGEMENT

Your Directors would like to place on record their appreciation of the contribution made by its management and its employees who through their competence and commitment have enabled the Company to achieve impressive growth. Your Directors acknowledge with thanks the co-operation and assistance received from various agencies of the Central and State Governments, Financial Institutions and Banks, Shareholders, Joint Venture partners and all other business associates.

**For and on behalf of the
Board of Directors**

**S.K. MALIK
Chairman & Managing Director
DIN: 00085715**

Place: New Delhi
Date: 27.07.2019

ANNEXURE - I**ANNEXURE TO DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH 2019**

Particular required under the Companies (Accounts) Rules, 2014 of Companies Act, 2013.

A. CONSERVATION OF ENERGY**“ Energy Conservation Measures Taken**

- (i) Shifts timings are adjusted in a manner to maximize output during day time to save energy consumption, resulting in low power costs.
- (ii) Centralize Air Cooler installed in whole production area to reduce the nos of Coolers and the electricity consumption.
- (iii) Saving of energy have been done by replacing old and inefficient machineries and parts, like compressor etc.

B. TECHNOLOGY ABSORPTION

- (a) Research & Development
 - (i) Specific area in which R&D is carried by the company.
Design and development of Lighting Electronic Products helps in conserving energy not only for us but for all the users of our products. Your company is now focusing mostly on LED products.
 - (ii) Benefits derived as a result of the above R&D.
"Your company is now technically more capable of developing various kinds of Electronic items as per our customer requirement.
"Has resulted in increased market share with reduced costs. This has helped the Company in negotiating orders with more Original Equipment Manufacturers.
 - (iii) Future Plan of Action
The Company has received another order from OSRAM Germany for developing Linear LED Lights in the field of Specialty Lighting both in Professional and Entertainment areas. This product will be manufactured for global requirements of Osram Germany.

(iv) Expenditure on R&D	(Rs. In Lacs)
i) Capital	41.23
ii) Recurring	
a) Deferred Revenue	--
b) Current Year	20.07
Total	61.30
(b) Technology Absorption, Adoption & Innovation	
(i) Efforts, in brief, made towards the technology adoption and innovation.	None
(ii) Benefits derived	N.A

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

	Current Year	Previous Year
Foreign Exchange earned (Rs. in Lacs)	130.28	70.85
Foreign Exchange used (Rs. In Lacs)	1392.39	784.49
(for import of components and capital equipments)		

S.No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1	Calcom Institute of Management Development and Training, Associates	Reimbursement of stipend to Trainee	NA	Amount payable for reimbursement of Trainees is Rs. 241.05 Lacs	25/05/2018	NIL
2	S.K. Malik HUF, relative of Key Management personnel	Rent of Registered Office	12 Months	Rs.25,000 P.M.	25/05/2018	NIL
3	Calcom Electronics Limited	Interest paid on amount due to them	36 Months	46.79 lakhs P.A.	31/03/2017	NIL
4.	Mr. Abhishek Malik S/o Mr. S.K Malik	Vehicle Hire Charges	2 Months	Rs.30,000 P.M	25/05/2018	NIL
5.	Mrs. Shashi Malik, W/o Mr. S.K Malik	Vehicle Hire Charges	12 Months	Rs.24,500 P.M	25/05/2018	NIL
6.	Mrs. Shashi Malik, W/o Mr. S.K Malik	Professional Fee	12 Months	Rs. 1,50,000 P.M	25/05/2018	NIL
7.	Mr. Abhishek Malik S/o Mr. S.K Malik	Professional Fee	2.5 Years	Rs.2,50,000 P.M	11/08/2018	NIL

Form MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Calcom Vision Limited
C-41, Defence Colony, New Delhi-110024
CIN:-L92111DL1985PLC021095

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Calcom Vision Limited** (herein after called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Calcom Vision Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Calcom Vision Limited** ("the Company") for the financial year ended on 31st, March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable as the Company is not issue and list any Debt Securities during the financial year under review;]**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **[Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;]**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not Applicable as the Company has not delisted/ proposed to delist its equity shares from any stock exchange during the financial year under review;]**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **[Not Applicable as the Company has not bought back/ proposed to buy back any of its securities during the financial year under review;]**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through and recorded in the minutes of the Meetings. Further as informed, no dissent was given by any director in respect of resolutions passed in the board and committee meetings.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has

1. Re-appointed Mr. Sushil Kumar Malik as Chairman & Managing Director of the Company for a period of 5 Years w.e.f 31/07/2018 to 30/07/2023.
2. Appointed Ms. Aayushi Jindal as Company Secretary of the company in its Meeting dt. 11th August, 2018 in compliance with the provisions of the Companies Act, 2013.
3. Resigned Mr. Mohinder Nayyar from the Position of Additional Director of the Company and Appointed Mr. Abhishek Malik as Additional Director w.e.f. 11th August, 2018
4. Change the designation of Mr. Sunder Hemrajani and Mr. Abhishek Malik from the Position of Additional Director to Director.
5. Converted its Zero Coupon Convertible Bonds 72934 @ Rs. 1000/- each into 2431155 equity share @ Rs. 30/- (face value of Rs. 10/- and premium Rs. 20/-)
6. Approved Calcom Vision Employees Stock Option Plan-2018 and grant of options to the Employees of the Company.

Place: New Delhi
Date: July 27, 2019

Narender & Associates
ACS No. 43952
P No. 16690

Annexure I

To,
The Members,
Calcom Vision Limited
C-41, Defence Colony, New Delhi-110024
CIN:- L92111DL1985PLC021095

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit provided to us.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory Auditors and other designated professionals
5. Where ever required, we have obtained the Management representation about the applicability and compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is there responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi
Date: July 27, 2019

Narender & Associates
ACS No. 43952
CP No. 16690

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: **L92111DL1985PLC021095**
- ii) Registration Date: **30/05/1985**
- iii) Name of the Company: **CALCOM VISION LIMITED**
- iv) Category / Sub-Category of the Company: **Company Limited by Shares**
- v) Address of the Registered office and contact details:
C-41, DEFENCE COLONY, NEW DELHI-110024
PH.: 0120-2569761
- vi) Whether listed company: **YES**
- vii) Name, Address and Contact details of Registrar and Transfer Agent: **ABHIPRA CAPITAL LTD.**
ABHIPRA COMPLEX, A-387, DILKHUS INDUSTRIAL AREA, G.T. KARNAL
ROAD, AZADPUR, DELHI-110033
PHONE: 91-11-41411130 FAX: 91-11-42390930.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing of Electrical products	2740	90.62%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
a) Individual/HUF	26,10,356	Nil	26,10,356	32.18	32,64,421	Nil	32,64,421	30.96	(1.22)
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	35,54,244	Nil	35,54,244	43.81	53,31,334	Nil	53,31,334	50.57	6.76
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1):-	61,64,600	Nil	61,64,600	75.99	85,95,755	Nil	85,95,755	81.53	5.54
Foreign									
a) NRIs – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	61,64,600	Nil	61,64,600	75.99	85,95,755	Nil	85,95,755	81.53	5.54

B. Public Shareholding									
a) Mutual Funds/Banks/FI	700	7300	8000	0.10	700	7300	8000	0.08	(0.02)
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Venture Capital funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	700	7,300	8,000	0.10	700	7,300	8,000	0.08	(0.02)
Non-Institutions									
a) Bodies Corp.									
i) Indian	62,277	24,900	87,177	1.07	51,377	24,900	76,277	0.72	(0.35)
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	10,11,111	5,34,604	15,45,715	19.05	10,27,396	4,99,204	15,26,600	1448	(457)

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2,88,319	16,300	3,04,619	3.76	3,07,235	16,3000	3,23,535	3.07	(0.69)
c) Others	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) NRI's	2,201	Nil	2,201	0.04	13,300	0	13,300	0.13	0.09
Sub-total (B)(2):-	13,53,008	5,86,704	19,39,712	34.14	1399,308	5,40,404	19,39,712	18.39	(15.75)
Total Public Shareholding (B)=(B)(1)+(B)(2)	13,53,708	5,94,004	19,47,712	34.28	14,00,008	5,47,704	19,47,712	18.47	(15.81)
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	75,29,208	5,83,104	81,12,312	100	99,95,763	5,47,704	1,05,43,467	100	

ii) Shareholding Pattern of Promoter

S.No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% Change in share holding during the Company
		No. of Shares	% of Total shares of the Company	% of Shares Pledged/ encumbered to Total Shares	No. of Shares	% of Total shares of the Company	% of Shares Pledged/ encumbered to Total Shares	
1.	SUSHIL KUMAR MALIK	10,76,305	13.27	Nil	12,37,438	11.74	Nil	(1.53)
2.	SHASHI MALIK	7,31,500	9.02	Nil	9,46,900	8.98	Nil	(0.04)
3.	S.K Malik HUF	6,28,290	7.74	Nil	8,64,489	8.20	Nil	0.46
4.	ABHISHEK MALIK	1,74,261	2.15	Nil	2,15,594	2.04	Nil	(0.11)
5.	CALCOM ELECTRONICS LTD.	11,23,132	13.84	Nil	16,84,667	15.98	Nil	2.14
6.	PRUDENT INFRASTRUCTURES PVT. LTD.	24,31,112	29.97	Nil	36,46,667	34.59	Nil	4.62
	TOTAL	61,64,600	75.99	Nil	85,95,755	81.53	Nil	5.54

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company*
1	Sushil Kumar Malik				
	At the beginning of the year	10,76,305	13.27		
	Increase in Share holding during the year - allotment pursuant to conversion of zero coupon convertible Bonds into equity shares on 2 nd April, 2018.			1,61,133	1.53
	At the End of the year			12,37,438	11.74
2	Shashi Malik				
	At the beginning of the year	7,31,500	9.02		
	Increase in Share holding during the year - allotment pursuant to conversion of zero coupon convertible Bonds into equity shares on 2 nd April, 2018.			2,15,400	2.04
	At the End of the year			9,46,900	8.98
3	S.K. Malik (HUF)				
	At the beginning of the year	6,28,290	7.74		
	Increase in Share holding during the year - allotment pursuant to conversion of zero coupon convertible Bonds into equity shares on 2 nd April, 2018.			2,36,199	2.24
	At the End of the year			8,64,489	8.20
4	Abhishek Malik				
	At the beginning of the year	1,74,261	2.15		
	Increase in Share holding during the year - allotment pursuant to conversion of zero coupon convertible Bonds into equity shares on 2 nd April, 2018.			41,333	0.39
	At the End of the year			2,15,594	2.04
5	Calcom Electronics Ltd.				
	At the beginning of the year	11,23,132	13.84		
	Increase in Share holding during the year - allotment pursuant to conversion of zero coupon convertible Bonds into equity shares on 2 nd April, 2018.			5,61,535	5.33
	At the End of the year			16,84,667	15.98

6	Prudent Infrastructures Pvt. Ltd.				
	At the beginning of the year	24,31,112	29.97		
	Increase in Share holding during the year - allotment pursuant to conversion of zero coupon convertible Bonds into equity shares on 2 nd April, 2018.			12,15,555	11.53
	At the End of the year			36,46,667	34.59

*%age is calculated on the basis of increased Paid up share capital.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the End of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	VENKATA KOTESWARA RAO CHUNDURI				
	At the beginning of the year	43529	0.54		
	Bought during the year	0	0		
	Sold during the year	0	0		
	At the end of the year			43529	0.41
2	MEHUL MAHENDRA SHAH				
	At the beginning of the year	34990	0.43		
	Bought during the year	0	0		
	Sold during the year	-34990	0.33		
	At the end of the year			0	0
3	VANDANA BAJAJ				
	At the beginning of the year	33569	0.41		
	Bought during the year	1500		35069	0.33
	Sold during the year	0	0		
	At the end of the year			35069	0.33
4	CHHAYA MEHUL SHAH				
	At the beginning of the year	30000	0.37		
	Bought during the year	0	0		
	Sold during the year	-30000	0.28		
	At the end of the year			0	0
5	DEEPAK HARIBHAI GAUDANI				
	At the beginning of the year	21490	0.26		
	Bought during the year	0	0		
	Sold during the year	-21490	0.20		
	At the end of the year			0	0

6	DINESH KUMAR BAJAJ				
	At the beginning of the year	18100	0.22		
	Bought during the year	0	0		
	Sold during the year	0	0		
	At the end of the year			18100	0.17
7	FRANCISCO EDMAND DCOSTA				
	At the beginning of the year	18000	0.22		
	Bought during the year	1500		19500	0.18
	Sold during the year	0	0		
	At the end of the year			19500	0.18
8	ARUN BHATIA				
	At the beginning of the year	16300	0.20		
	Bought during the year	0	0		
	Sold during the year	0	0		
	At the end of the year			16300	0.15
9	MANISH SANGHVI				
	At the beginning of the year	16175	0.20		
	Bought during the year	0	0		
	Sold during the year	-857		15318	0.15
	At the end of the year			15318	0.15
10	EPSILON SYSTEMS PVT LTD				
	At the beginning of the year	16000	0.20		
	Bought during the year	0	0		
	Sold during the year	0	0		
	At the end of the year			16000	0.15
11	GLASTON MARIO MENEZES				
	At the beginning of the year	12629	0.16		
	Bought during the year	2779	0	15408	0.15
	Sold during the year	0			
	At the end of the year			15408	0.15
12	ANITA GUPTA				
	At the beginning of the year	11827	0.15		
	Bought during the year	6273		18100	0.17
	Sold during the year	0	0		
	At the end of the year			18100	0.17
13	SUNITA BHANDARI				
	At the beginning of the year	0	0		
	Bought during the year	38056	0.36		
	Sold during the year	0	0		
	At the end of the year			38056	0.36
14	GOURAV GARG				
	At the beginning of the year	0	0		
	Bought during the year	31290	0.30		
	Sold during the year	0	0		
	At the end of the year			31290	0.30

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Sushil Kumar Malik Chairman & Managing Director				
	At the beginning of the year	10,76,305	13.27		
	Increase in Share holding during the year - allotment pursuant to conversion of zero coupon convertible Bonds into equity shares on 2 nd April, 2018.	1,61,133	1.53		
	At the End of the year i.e. 31 st March 2019.			12,37,438	11.74
2.	Mr. Bharat Bhushan Jain Director	No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	10,600	0.13		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NO CHANGE			
	At the End of the year i.e. 31 st March 2019.			10,600	0.10

V. INDEBTEDNESS (Rs. In Lakhs)**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	729.34*	Nil	729.34
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	729.34	Nil	729.34
Change in Indebtedness during the financial year				
Addition	518.35	Nil	Nil	518.35
Reduction	18.62	729.34*	Nil	747.96
Net Change Indebtedness	499.73	(729.34)	Nil	(229.61)
At the end of the financial year				
i) Principal Amount	495.48	Nil	Nil	495.48
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	4.25	Nil	Nil	4.25
Total (i+ii+iii)	499.73	Nil	Nil	499.73

*These are Zero-Coupon Convertible Bonds, which will be fully converted into Equity Shares on April 2, 2018.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTM/ Manager	Total Amount
		Mr. Sushil Kumar Malik	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	120.00	120.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	

2	Stock Option	Nil	
3	Sweat Equity	Nil	
4	Commission - as % of profit - others, specify...	Nil	
5	Others, please specify	Nil	
	Total (A)	120.00	120.00
	Ceiling as per the Act		120.00

B. Remuneration to other directors: (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors								Total Amount
		Hamidullah Kabir Khan	Bharat Bhushan Jain	Ajay Kumar Singhal	Dr. Om Prakash Sood	Ms. Yuvika Bader	Mr. Sunder Hemrajani	Mr. Abhishek Malik	Mr. Mohinder Nayyar	
1	Independent Directors Fee for attending board / committee meetings	35,000	85,000	NA	65,000	NA	85,000	NA	NA	2,70,000
	Commission	Nil	Nil	NA	Nil	NA	NA	NA	NA	Nil
	Others, specify	Nil	Nil	NA	Nil	NA	NA	NA	NA	Nil
	Total (1)	35,000	85,000	NA	65,000	NA	85,000	NA	NA	2,70,000
2	Other Non Executive Directors									
	Fee for attending board / committee meetings	NA	NA	85,000	NA	60,000	NA	40,000	Nil	1,85,000
	Commission	NA	NA	Nil	NA	NA	NA	NA	NA	NA
	Others, specify	NA	NA	Nil	NA	NA	NA	NA	NA	NA
	Total (2)	NA	NA	85,000	NA	60,000	NA	40,000	Nil	1,85,000
	Total (B)=(1+2)	35,000	85,000	85,000	65,000	60,000	85,000	40,000	Nil	4,55,000
	Total Managerial Remuneration									4,55,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. InLakhs)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CFO	Company Secretary	
		Pramod	Aayushi Jindal	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6.50	3.65	10.15
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income -tax Act, 1961	Nil	Nil	Nil
2	*Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (C)	6.50	3.65	10.15

* Note on Stock option - Mr. Pramod and Ms. Aayushi Jindal have been granted stock options under CALCOM VISION EMPLOYEES STOCK OPTION PLAN-2018 - 7500 AND 1875 in Numbers respectively, during the FY 2018-19.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: N/A

Annexure - V**DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016 (1)**

- The ratio of the remuneration of Executive Director to the median remuneration of the employees of the Company for the financial year 2018-19: The ratio of remuneration of Mr. Sushil Kumar Malik, Chairman, to the median remuneration of the employees is 40:1.
- The percentage increase in remuneration of Chairman & MD, Chief Financial Officer and Company Secretary during the financial year 2018-19. The percentage increase in remuneration of:
Mr. Sushil Kumar Malik is NIL
Mr. Pramod, Chief Financial Officer is 22.64% and
Ms. Aayushi Jindal, Company Secretary is NIL (joined during 2018-19).
- In the financial year, there was an increase of 1.88% in the median remuneration of employees.
- There were 128 Permanent employees on the rolls of the Company as on March 31, 2019.
- Average percentage increase made in the salaries of employees other than the management personnel in the financial year 2018-19 was 17.50% whereas the increase in the managerial remuneration for the same Financial year was NIL.
We affirm that the remuneration paid in financial year 2018-19 is as per the Remuneration Policy for Directors, Key Managerial Personnel and Senior Management of the Company.

S. No	Name	The percentage of equity shares held	Designation	Gross Remuneration (in Rs.)	Qualification	Experience (in years)	Age (in years)	Last Employment
1.	S.K Malik	13.27	Chairman & Managing Director	120,00,000	B.E.(Electronics & Telecomm.), M.B.A	43	70	Delhi Cloth and General Mills Limited
2.	I.P Garg	Nil	General Manager	1,620,000	B.Tech ECE	29	58	Landis+Gyr
3.	Sandeep Sharma	Nil	Deputy General Manager	1,200,000	Diploma, Bsc, MBA	28	51	Delta Electronics
4.	Sharad Tripathi	Nil	Deputy General Manager	1,200,000	B.Tech ECE	21	45	Delta Electronics
5.	Pankaj Kumar	Nil	Manager	720,000	B.Tech ECE	17	40	Moser Baer India Limited
6.	Anil Kumar	Nil	Manager	660,000	B.Tech ECE	17	40	Moser Baer India Ltd
7.	Pramod	Nil	Chief Financial Officer	600,000	C.A	5	29	Matrix Associates
8.	Satish Sharma	Nil	Manager	513,780	PGDM	15	36	N/A
9.	Bhakti	Nil	Manager	486,024	EXE. MBA	15	36	N/A
10.	Kshetra Pal Singh	Nil	Manager	150,000	MBA	15	47	Minda Industries Limited
11.	Krishan Nandan	Nil	Production Incharge	450,024	B.A/ITI	29	50	N/A

Annexure-VI

MANAGEMENT DISCUSSION AND ANALYSIS

Company Overview

The Company is engaged in the business of Electronic products. The Electronics Manufacturing sector (EMS) continues to witness robust growth due to factors like increasing affordability of ever-growing middle class and increasing consumers' disposable income. Industry growth is expected to accelerate further with increasing electrification of rural areas, wide usability of online sales and increasing working population. Sector is undergoing an evolution from being primarily a consumption-driven market to the one with manufacturing capability to cater to local and overseas demand.

The Company has participated in the Light India Exhibition at Pragati Maidan, New Delhi organized by Messe Frankfurt Trade Fair India Pvt Ltd. The Company received good response in the exhibition.

The Key Initiatives and Decision taken by the Management of the Company are as under.

The Company is focusing to increase efficiency and performing effectively in the dynamic business environment. We have implemented Annual Review Workshop Program with Extended Management Team to review past year's performance, do regular SWOT analysis and finalize the Key Focus Areas for future.

Key Decisions taken in the last year workshop are:-

- Started formal "Monthly Performance Review (MPRs)" with Core Management - Review of past month performance and next month plan.
- Defined Key Result Areas (KRAs) and measurable Key Performance Indicators (KPIs) for each function - Sales & Marketing, Purchase/Procurement, Production, Finance & Accounts, Quality, R&D and HR.
- Daily Cross Functional Review meetings for monitoring of sales, production and purchasing progress, to review and expedite resolution of operational issues.
- Deployed SAP B1 ERP in July, went live after 3 months Parallel Run in SAP and legacy systems.
- Launched a comprehensive Revamping of Production Floor Layout to achieve Increased Capacity, Improved process flow and optimized equipment usage.
- Extended existing production lines to enhance capacity, and achieve seamless process flow and elimination of non-value add efforts & time.
- Developed companywide 5S and Kaizen Improvement Framework. Defined physical zones & designated leads for effective monitoring and compliance.
- Imparted multi-level trainings on 5S and Kaizen across functions.
- Instituted a Governance model involving daily and monthly audits to track the progress & improvements made.
- Identified and started 6 Cross Functional Projects, developed project data sheets with clear timelines & scope, assigned Leads and teams.

OPPORTUNITIES AND THREATS

Opportunities

1. With the Victory of the MODI Government the Country has got a stable government. A positive atmosphere created from initiatives such as Make in India, Start-Up India, GST implementation, Skill India, Digital India has increased the confidence of major world players and investors step up for investment and operates within the country. Government Policy has provided complete aid for the growth and liberalization of the consumer electronic manufacturing industry. The Indian consumer electronic manufacturing industry is steadfast on its growth route and following government policies have made an impact on the sector.
2. The US-China trade war is likely to have a positive impact on Indian economy. US have threatened to impose higher duties to Chinese imports, with this US Companies would look into India for sourcing their requirements.
3. After Specialty Lighting products "Wedding PAR" Osram confirmed another high value product "Linear Bar" for development. Osram not only re-enforce the faith in Calcom by giving the development of Linear Bar but also gives the responsibility to design the power supply of the "Linear Bar".

Threats

1. The major sales are from OEM Business which can affect the performance of the company eventually. For this the Company has decided to diversify its customer base.
2. There is huge price erosion in LED products coupled with fierce competition, the Company has to continue developing newer products and continuously looking for cost reduction opportunities.

PRODUCT WISE PERFORMANCE

The Company sold Lighting Products valued at approx. Rs. 5232.28 Lacs in the year 2018-19 as compared to Rs. 2564.10 Lacs in the year 2017-18.

OUTLOOK

The company continues to focus on following two Product Segments & Services

1. Electronics Manufacturing Services (EMS): Take up EMS Services for any electronic product from existing as well as new Customers.
2. Original Design & Manufacturing (ODM): Carry out End to End Manufacturing (including the product design) in the Lighting Sector. Your Company strives to provide more ODM solutions to its customers.

In view of the above Strategic Decisions, the Company is expecting doubling up of revenues in next year or so.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an appropriate system of internal control. Fixed Assets of the Company are inspected once a year & Stocks are counted cyclically on perpetual basis. All the financial transactions are duly authorized as per the delegation of Authority.

An Audit Committee comprising of 4 non-executive Independent Directors, one non-executive director and one Executive Director is in place to further strengthen the internal controls. The Audit Committee meets regularly to review the Audit and Accounts reports.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The sales of your Company for the year 2018-19 were Rs.5232.28 lacs as against Rs.2564.10 lacs for the previous year. The Company has sold Lighting Products 4755626 nos. as against 1785007 nos. for previous year and provided EMS Jobwork Service Rs.445.32 Lacs as against Rs. 369.07 Lacs in Last Year.

HUMAN CAPITAL

Human resources form the most significant element responsible for an uninterrupted growth for the Company. The Company makes all efforts in attracting, retaining, and developing the best talent required for the business to grow. The employee skills are regularly updated with training and development programmes. The Company enjoys high Employee satisfaction and motivation Levels leading to higher retention and low attrition rates. The Company's human resource and industrial relation policies focuses on working together with the employees for their personal and professional development and at the same time aligning their goals with that of the Company to create a win-win situation.

ANNEXURE-VII**CORPORATE GOVERNANCE REPORT****1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is an integral part of values, ethics and the best business practices followed by the Company. The beliefs of the Company are:

- a) Individual Must Be Respected
- b) Customer Must Be Given The Best Possible Service
- c) Excellence and Superior Performance Must Be Pursued

In nutshell, we focus on enhancement of long term stakeholder value without compromising on ethical standards. Corporate governance philosophy is put into practice through internal training, systems & processes.

2. BOARD OF DIRECTORS

The Company is being managed and controlled by a professional Board of Directors. 50% of the Directors of the Board are Independent Directors. The members of the Board are all experienced professionals in their respective areas. The Board has constituted Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee to look in to relevant aspects of each area & their meetings are held at regular intervals.

The Board of Directors of your Company as on March 31, 2019, comprised of 8 (eight) members with 1 (one) Executive Director and 7 (seven) Non-Executive Directors of which 4 (four) are Independent Directors and 1(one) Woman Director.

As on March 31, 2019, the Board comprises of eight directors, which include one executive director and seven non-executive directors. Participation of non-executive directors has been active.

The Board met five times during the period April 2018 to March 2019 with a clearly defined agenda circulated well in advance of each meeting. All relevant information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was placed before the Board from time to time. The date on which meetings was held are as follows:

May 30, 2018, August 11, 2018, October 27, 2018, February 2, 2019 and March 30, 2019.

The Composition of the Board of Directors as on March 31, 2019 with their attendance at the Board Meetings held during the year 2018-19 and at the last AGM, number of directorship and chairmanship/membership of committee of each director held in the other public companies are shown below:

Name of Directors	Categories of Directors	No. of Board Meetings attended	Last AGM Attended	No. of other Directorship(s) held in Public Companies	No. of Committee positions held in other public Companies	
					Chairman	Member
Sh. Sushil Kumar Malik (Chairman & Managing Director)	Executive	5	Yes	1	Nil	Nil
Sh. Hamidullah Kabir Khan	Non Executive (Independent)	2	No	1	Nil	1
Sh. Bharat Bhushan Jain	Non Executive (Independent)	5	Yes	Nil	Nil	Nil
Sh. Ajay Kumar Singhal	Non Executive	5	No	Nil	Nil	Nil
Dr. Om Prakash Sood	Non Executive (Independent)	4	No	Nil	Nil	Nil
Ms. Yuvika Bader	Non Executive	5	Yes	Nil	Nil	Nil
Sh. Sunder Hemrajani	Non Executive (Independent)	5	No	Nil	Nil	Nil
Sh. Abhishek Malik	Non Executive	3	Yes	Nil	Nil	Nil
Sh. Mohinder Nayyar	Non Executive (Independent)	0	No	Nil	Nil	Nil

● **Disclosure of relationships between directors inter-se:**

Except Mr. Sushil Kumar Malik (MD), Mr. Abhishek Malik and Ms. Yuvika Bader who are related to each other as family members, no relationship exists among other directors.

● **Skills/expertise/competence:**

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Strategy and Planning

Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments

Governance

Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

Technical skills

Technical/professional skills and specialist knowledge to assist with ongoing aspects of the board's role.

Behavioral

The attributes and competencies enabling individual board members to use their knowledge and skills to function well as team members and to interact with key stakeholders.

Forward and Conceptual Thinking

Ability to anticipate the implications and consequences of situations and take appropriate action to be prepared for possible contingencies and ability to find effective solutions by taking a holistic, abstract, or theoretical perspective.

3. AUDIT COMMITTEE

(a) The Audit Committee comprises of four non-executive independent directors, one non-executive director and one executive director and the Chairman of the committee is an independent director.

Four meetings of the Audit Committee were held during the year on May 30, 2018, August 11, 2018, October 27, 2018 and February 2, 2019 respectively. The composition of the Audit Committee and details of their attendance at the meetings are as follows:

Name of Director	Position	Category	No. of Audit Committee Meeting Attended
Dr. Om Prakash Sood	Chairman	Non-Executive Independent Director	4
Sh. HamidullahKabir Khan	Member	Non-Executive Independent Director	2
Sh. Bharat Bhushan Jain	Member	Non-Executive Independent Director	4
Sh. S.K. Malik	Member	Executive Director	4
Sh. Ajay Kumar Singhal	Member	Non-Executive Director	4
Sh. Sunder Hemrajani	Member	Non-Executive Independent Director	4

(b) Terms of reference: The terms of reference of Audit Committee covers the areas mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

4. STAKEHOLDER RELATIONSHIP COMMITTEE

Stakeholders' Relationship Committee looks into shareholders' and investors' grievances. Dr. Om Prakash Sood Non-executive Independent Director is the Chairman of the Committee. The Board has designated Ms. Aayushi Jindal Company Secretary as the Compliance Officer. The composition of the Stakeholders' Relationship Committee and details of their attendance at the meetings are as follows:

S.No	Name of the Director	Category	No. meetings attended
1.	Dr. Om Prakash Sood	Non-Executive Independent Director	4 of 4
2.	Mr. Bharat Bhushan Jain	Non-Executive Independent Director	4 of 4
3.	Sh. S.K. Malik	Executive	4 of 4

- (i) No. of investors' complaints received by the RTA/ Company during the year: 3
(ii) No. of complaints solved to the satisfaction of shareholders during the year: 3
(iii) No. of complaints not solved to the satisfaction of shareholders during the year: Nil
(iv) No. of complaints pending as at March 31, 2019: Nil

5. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee deals with all elements of remuneration of whole time director(s) and KMPs. The Nomination & Remuneration Committee comprises of three non-executive directors (including two independent directors) and one executive director who is the Chairman of the Company and the Chairman of the committee is elected from amongst their member who is an independent director.

Three meetings of the Nomination & Remuneration Committee were held during the year on July 30, 2018, August 11, 2018 and March 30, 2019 respectively. The composition of the Nomination & Remuneration Committee and details of their attendance at the meetings are as follows:

Name of Director	Position	Category	No. of Nomination & Remuneration Committee Meeting Attended
Mr. Bharat Bhushan Jain	Chairman	Non-Executive Independent Director	3
Dr. Om Prakash Sood	Member	Non-Executive Independent Director	2
Sh. Yuvika Bader	Member	Non-Executive	3
Sh. S.K. Malik	Member	Executive Director	3

5. SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on August 11, 2018. All Independent Directors were present in the meeting.

6. REMUNERATION PAID TO DIRECTORS DURING THE YEAR 2018-19

The Company paid sitting fees to its Non-Executive/ Independent Directors for attending the meetings of Board and Audit Committee of the Board. The Company has not paid any remuneration to its Non-Executive/ Independent Directors, except the sitting fees. Details of the sitting fees paid to Non-Executive/ Independent Directors of the Company during FY 2018-19 are as under:

S.No.	Name of Directors	Sitting Fees (in Rs.)
1.	*Hamidullah Kabir Khan	35,000
2.	Bharat Bhushan Jain	85,000
3.	Dr. Om Prakash Sood	65,000
4.	Ajay Kumar Singhal	85,000
5.	Ms. Yuvika Bader	60,000
6.	Mr. Sunder Hemrajani	85,000
7.	Mr. Abhishek Malik	40,000
8.	**Mr. Mohinder Nayyar	Nil

* Mr. Hamidullah Kabir Khan ceased to be a Director due to his sudden death on April 20, 2019.

** Mr. Mohinder Nayyar has resigned on August 11, 2018.

Detail of remuneration paid to the Executive Director of the Company during the financial year 2018-19 as follows:

Mr. Sushil Kumar Malik

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

8. GENERAL BODY MEETING

(a) The details of the last three Annual General Meetings are under:

FINANCIAL YEAR	LOCATION	DATE AND TIME	SPECIAL RESOLUTION PASSED
2015-2016	17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi	September 30, 2016 at 09:00 A.M	1. Conversion of Bonds into Equity Shares
2016-2017	17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi	July 31, 2017 at 09:00 A.M	1. Acquisition of Lighting Electronics Business Undertaking of Calcom Electronics Limited 2. Adoption of new set of Memorandum of Association and Article of Association as per Companies Act, 2013 3. Remuneration of Mr. Sushil Kumar Malik (DIN: 00085715), Chairman and Managing Director of the Company
2017-2018	17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi	September 29, 2018 at 09:00 A.M	1. Re-appointment of Mr. Sushil Kumar Malik (DIN: 00085715), as chairman and Managing Director. 2. Approval for continuation of office by Mr. Sushil Kumar Malik (DIN: 00085715), as chairman and Managing Director upon attaining the age of 70 years during his term of appointment. 3. Approval of the Calcom Vision Employees Stock Option Plan-2018 and Grant of Options to the employees. 4. Approval of services of documents u/s 20 of the Companies Act 2013.

- (b) Whether any Special Resolution was put through postal ballot last year- Yes
1. Increase in the Borrowing limits of the Company
 2. Creation of Charge on the movable and immovable properties of the Company in respect of borrowing.
 3. Alteration in the Object Clause of the Memorandum of Association of the Company

- (c) Any Special Resolutions proposed to be put through postal ballot this year.
-No-

Special Resolutions passed through Postal Ballot/Extra Ordinary General Meeting

No special resolution was passed through postal ballot during FY 2018-19.

Procedure for E-voting

In compliance with the provisions of Sections 108 of the Act, read with applicable rules, your Company provides electronic voting (e-voting) facility to all its members. Your Company engages the services of Central Depository Service Limited ("the CDSL") for the purpose of providing e-voting facility to all its members. Members can refer e-voting instructions provided in the Notice of Annual General Meeting. Members whose names appear on the register of members as on September 24, 2019 shall be eligible to participate in the e-voting.

9. Means of communication

Timely disclosure of reliable information and corporate financial performance is the core of good Corporate Governance. Towards this direction, the quarterly/annual results of the Company were announced within the prescribed period and published in Financial Express and Jansatta. The results can also be accessed on the Company's website www.calcomindia.com. The presentations made to the investors are also displayed on the Company's website after the quarterly/annual financial results were approved by the Board.

10. DISCLOSURE

(i) Related Party Transactions

During the year under review, there were no materially significant related party transactions with its promoters, the Directors or the management or relatives, etc., that may have potential conflict with the interests of the Company at large.

The Company has formulated a policy for transacting with related parties, which is available at the following link on the website of the Company www.calcomindia.com.

(ii) Compliance by the Company

The Company has complied with all the mandatory requirements of the Listing Agreement entered into with the stock exchanges, Listing Regulations, SEBI and other statutory authorities on all matters relating to capital markets since the date of its listing on Stock Exchanges. No penalties or strictures have been imposed on the Company by the stock exchanges, SEBI, or any other statutory authorities on any matter relating to capital markets since its listing.

(iii) Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Whistle Blower Policy/Vigil Mechanism and has established the necessary mechanism for directors/ employees to report concerns about unethical behavior. The policy provides adequate safeguards against victimization of directors/ employees. It is hereby affirmed that no person has been denied access to the Chairman of the Audit Committee on matters relating to Whistle Blower Policy of the Company. The Whistle Blower Policy is displayed on the Company's website viz. www.calcomindia.com

(iv) Disclosures of the compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations.

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations.

(v) Recommendation of Committees to the Board

During the year under review, there were no such recommendations of the Committees, which had not been accepted by the Board of directors of the Company.

11. General Shareholder Information

A section on the 'General Shareholder Information' is annexed, and forms part of this Annual Report.

12. Management Discussion & Analysis

A section on the 'Management Discussion & Analysis' is annexed and forms part of this Annual Report.

13. Compliance Certificate on Corporate Governance

The certification by the Managing Director and Chief Financial Officer of the Company, in compliance of Regulation 17(8) read with Part B, Schedule II of the Listing Regulations, is enclosed as Annexure IX. M/s. Narender & Associates, Practicing Company Secretaries have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations and the said certificate is annexed to the Report as Annexure-X. A certificate from M/s. Narender & Associates, Practicing Company Secretaries, certifying that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority is annexed as Annexure-XI to the Report.

14. Disclosure on Non-Mandatory Requirements

The Company has duly complied with all the mandatory requirements under Listing Regulations and the status of compliance with the non-mandatory recommendations under Part E of Schedule II of the Listing Regulations is given below:

15. Shareholders' Rights:

The quarterly, half-yearly and annual financial results of the Company are published in newspapers and also posted on the Company's website.

16. Audit Qualification:

It has always been the Company's endeavor to present unqualified financial statements. There is no audit qualification in respect of financial statements of the Company for the financial year 2018-19.

17. Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee, which defines the scope of Internal Audit.

18. EVALUATION OF THE BOARD'S PERFORMANCE

The Board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed under Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, participation of the members of the committee in the meetings etc.

The Board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The Chairman of the Meeting of the Independent Directors apprised the Board about the evaluation carried by it and that the Independent Directors were fully satisfied in this regard.

For Calcom Vision Limited

S.K. Malik
Chairman & Managing Director
DIN: 00085715

Annexure- VIII

DECLARATION BY THE MANAGING DIRECTOR ON CODE OF CONDUCT AS REQUIRED BY REGULATION 26(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

This is to declare and confirm that the Company has received affirmations of compliance with the provisions of Company's Code of Conduct for the financial year ended March 31, 2019 from all Directors and Senior Management personnel of the Company.

For Calcom Vision Limited

Place: New Delhi
Date: 27.07.2019

S.K. Malik
Chairman & Managing Director
DIN: 00085715

Annexure-IX

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

To
The Board of Directors,
Calcom Vision Limited

We, Sushil Kumar Malik, Managing Director and Pramod, Chief Financial Officer of Calcom Vision Limited ("the Company") certify that:

- A. We certify to the Board that we have reviewed Financial Statements and Cash Flow Statement for the year March 31, 2019 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company.
- D. We have indicated to the Auditors and the Audit Committee.
- a. significant changes in internal control during the year;
 - b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements if any; and
 - c. there were no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For Calcom Vision Limited

Place : New Delhi
Date : 27.07.2019

S.K. MALIK
Chairman & Managing Director
DIN: 00085715

Pramod
Chief Financial Officer

Annexure-X**CORPORATE GOVERNANCE CERTIFICATE**

To
The Members
Calcom Vision Limited

We have examined the compliance of conditions of Corporate Governance by **Calcom Vision Limited** ("the Company"), for the financial year ended March 31, 2019, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Narender & Associates
Company Secretaries**

Place: Delhi
Date: July 27, 2019

**Narender Kumar
ACS No. 43952
CP No. 16690**

Annexure-XI**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Calcom Vision Limited
C-41, Defence Colony New Delhi
Pin code- 110024

1. That Calcom Vision Limited (CIN: L92111DL1985PLC021095) is having registered office at C-41, Defence Colony, New Delhi-110024 (hereinafter referred as "the Company"). The equity shares of the Company are listed on BSE Limited.
2. We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the Company, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. As on 31st March, 2019, the Board of Directors of the Company comprises of the following directors:

S.No.	Name of Director	Director Identification Number (DIN)
1	Mr. Sushil Kumar Malik	00085715
2	Mr. Hamidullah Kabir Khan	00029713
3	Mr. Bharat Bhushan Jain	00241818
4	Mr. Ajay Kumar Singhal	00112899
5	Dr. Om Prakash Sood	06954639
6	Ms. Yuvika Bader	07114760
7	Mr. Sunder Hemrajani	01935048
8	Mr. Abhishek Malik	00085220

Note: * Mr. Hamidullah Kabir Khan (00029713) ceased to be the director due to his death.

* Mr. Anurag Goel (0000007) was appointed as Non-executive Independent Director on the Board of the Company w.e.f April 1, 2019

- Based on verification and examination of the disclosures/ register under section 184/ 189, 170, 164, 149 of the Companies Act, 2013 (the Act) and DIN based search on MCA Portal (www.mca.gov.in), we certify as under: None of the above named Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority for the Financial Year ended 31st March, 2019.
- Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
- This certificate is based on the information and records available up to date of this certificate and we have no responsibility to update this certificate for the events and circumstances occurring after the date of the certificate.

For Narender & Associates

Company Secretaries

Place: Delhi
Date: July 27, 2019

Narender Kumar
ACS No. 43952
CP No. 16690

Annexure XII to the Board's Report

Details of Calcom Vision Employees Stock Option Plan- 2018 , pursuant to SEBI Regulations and Companies Act, 2013 for the year ended 31st March, 2019

The description of Calcom Vision Employees Stock Option Plan- 2018 is summarised as under:

S. No.	Particulars	Description
1.	Date of Grant	March 30, 2019
2.	Date of Shareholder's Approval	September 29, 2018
3.	Date of Board of Directors Approval / Committee	August 11, 2018
4.	No. of options	148101
5.	Vesting Requirements	The options granted shall vest, subject to completion of minimum 1 year from the date of grant and it may extend upto maximum of 5 years from the date of grant as determined by the Compensation Committee from time to time.
6.	Method of settlement (Cash/Equity)	Equity
7.	Exercise Price	Rs. 20
Option Movement during the year:		
1.	Number of options granted during the year	1,48,101
2.	Number of options forfeited / lapsed during the year	NIL
3.	Number of options vested during the year	NIL
4.	Number of options exercised during the year	NIL
5.	Number of options outstanding at the end of the year	148101

GENERAL SHAREHOLDERS' INFORMATION

Registered Office:

C-41, Defence Colony New Delhi-110024

Corporate Office:

B-16, Site-C Surajpur Industrial Area Greater Noida Gautam Budh Nagar (U.P.)- 201306

Registrar and Share Transfer Agent:

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

Annual General Meeting:

Date and Time: Monday, September 30, 2019 at 09:00 hrs

Venue: 10, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi 110030

Book Closure : September 24, 2019 to September 30, 2019.
(both days inclusive)

E-VOTING DATES

The cut-off date for the purpose of determining the shareholders eligible for e-voting is Tuesday, September 24, 2019. The e-voting commences on Friday September 27, 2019 at 9.00 am IST and ends on Sunday, September 29, 2019 at 5.00 pm IST.

Financial Year

The financial year of the Company starts from April 1 of a year and ends on March 31 of the following year.

Financial Calendar - 2019-20:

1.	First Quarter Results	by August 14, 2019
2.	Second Quarter & Half Yearly Results	by November 14, 2019
3.	Third Quarter Results	by February 14, 2020
4.	Annual Results	by May 30, 2020

Listing on Stock Exchange:

BSE Limited ('BSE')

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

Telephone nos. : 022-2272 1233 /34

Facsimile no. : 022-2272 1919

e-mail : is@bseindia.com Website: www.bseindia.com

The Company confirms that it has paid annual listing fees due to BSE for the year 2019-20.

Connectivity with Depositories:

The Company's shares can be held in dematerialised mode through any of the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The contact details of the Depositories are given below:

National Securities Depository Limited

Trade World, 'A' Wing,

4th Floor

Kamala Mills Compound

Senapati Bapat Marg,

Lower Parel

Mumbai - 400 013

Telephone no. 022-2302 333

e-mail : info@nsdl.co.in

Website : www.nsdl.co.in

Central Depository Services (India) Limited

Marathon Futurex,

'A' Wing, 25th Floor

Mafatlal Mills Compound

N. M. Joshi Marg, Lower Parel

Mumbai - 400 013

Telephone no. : 022-2499 4200

e-mail : helpdesk@cdslindia.com

Website : www.cdslindia.com

Stock Code:

BSE- 517236

Demat ISIN No. for NSDL and CDSL: INE216C01010

Month	High (in Rs.)	Low (in Rs.)
April, 2018	18.89	12.00
May, 2018	17.70	11.40
June, 2018	14.75	10.41
July, 2018	15.00	10.45
August, 2018	26.80	11.39
September, 2018	23.20	16.80
October, 2018	25.35	16.50
November, 2018	34.15	21.05
December, 2018	35.10	27.60
January, 2019	39.50	26.05
February, 2019	35.65	27.00
March, 2019	33.40	26.30

Shareholding Pattern as on March 31, 2019:

Category of shareholder	Total no. shares held	Shareholding as a % of total no. of shares
Promoter & Promoter Group	8595755	0.815
Mutual Funds	7300	0.001
Trust	700	0.000
Non-Institutions	1939712	0.184
Total	10543467	100

Distribution of Share Holding as on March 31, 2019

Shareholdings	No. of Shareholders	Percentage to total shareholders	No. of shares	No. of shares Percentage to total
1 to 2500	3442	72.478	3962110	3.758
2501 to 5000	742	15.624	2856130	2.709
5001 to 10000	288	6.064	2418170	2.294
10001 to 20000	132	2.780	2022170	1.918
20001 to 30000	57	1.200	1466710	1.391
30001 to 40000	19	0.400	668080	0.634
40001 to 50000	19	0.400	902310	0.856
50001 to 100000	28	0.590	1876090	1.779
100001 to above	22	0.463	89262900	84.662

Dematerialisation status as on March 31, 2019:

- (i) Shareholding in dematerialised mode 94.81 %
- (ii) Shareholding in physical mode 5.19%

Reconciliation of Share Capital Audit

As stipulated by the Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, a practicing Company Secretary carries out the Reconciliation of Share Capital Audit, on a quarterly basis, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total listed and paid-up capital. The audit report, inter alia, confirms that the total listed and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialised form and total number of shares in physical form.

For shareholders holding shares in dematerialised mode

Shareholders holding shares in dematerialised mode are requested to intimate all changes with respect to bank details, mandate, nomination, power of attorney, change of address, change of name etc. to their depository participant (DP). These changes will be reflected in the Company's records on the downloading of information from Depositories, which will help the Company provide better service to its shareholders.

Update for shareholders holding their equity shares in physical form

With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, mandated the conversion of physical holding into electronic mode i.e. in demat form, for transferring shares to another person(s)/entity(s) after March 31, 2019. In view of the above and the following inherent benefits of holding shares in electronic form, the Company once again urge the shareholders holding shares in physical form to opt for dematerialisation:

1. Freedom from physical storage
2. Elimination of chances of theft, mutilation, defacement etc.
3. Easy to sell and realise sale proceeds and/or dividend in the bank account linked with the Depository.
4. Contribution to the 'Green Initiative'
5. To make any change in your particulars, you can make single request with your DP, which will be applicable to all companies in your demat account.
6. Demat account can be operated from anywhere in the world.

Share Transfer System

All share transfer and other communications regarding share certificates, change of address, etc. should be addressed to the Company's RTA. Stakeholders Relationship Committee and/or Company Secretary in terms of authority granted by the Board of directors are authorised to approve transfer of shares in the physical segment. Such transfers generally take place on fortnightly basis. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Company obtains from a Practicing Company Secretary, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the same with the Stock Exchanges.

In terms of requirements to amendments to Regulation 40 of Listing Regulations w.e.f. April 1, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the dematerialised form with a depository.

Communication of Financial Results

The unaudited quarterly financial results and the audited annual accounts are normally published in the Financial Express/Jansatta. The financial results, presentations etc. are regularly displayed on the Company's website- www.calcomindia.com

Address for Correspondence with the Company

Investors and shareholders can correspond with the office of the Registrar and Transfer agent of the Company or the Corporate Office of the Company at the following addresses:

Registrar & Transfer Agent

Abhipra Capital Limited,
Ground Floor-Abhipra Complex,
A-387, Dilkhush Industrial Area,
G.T. Karnal Road, Azadpur,
Delhi-110033
E-mail : info@abhipra.com

Corporate Office

B-16, Site-C, Surajpur Industrial Area,
Greater Noida, Gautam Budh Nagar-201306 (U.P.)
E-mail : corp.compliance@calcomindia.com

Please visit us at www.calcomindia.com for financial and other information about your Company

For Calcom Vision Limited

Place: New Delhi
Date: July 27, 2019

Sushil Kumar Malik
Managing Director
DIN: 00085715

SURESH CHANDRA & ASSOCIATES
CHARTERED ACCOUNTANTS

504, Prakashdeep Building, 7, Tolstoy Marg, New Delhi - 110 001
Phone : 66142200-07, Fax : 011-66142208 E-Mail : contact@scaca.in

INDEPENDENT AUDITOR'S REPORT

To the Members of Calcom Vision Limited

Report on the Audit of the Standalone IndAS Financial Statements

Opinion

We have audited the standalone IndAS financial statements of **Calcom Vision Limited**, which comprise the balance sheet as at 31st March 2019, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit & total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure-B' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 36 to the standalone Ind AS financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SURESH CHANDRA & ASSOCIATES
CHARTERED ACCOUNTANTS

S C GUPTA
(PARTNER)
Membership No.16534

Place: New Delhi
Date: 25.05.2019

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF CALCOM VISION LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Calcom Vision Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019.

**FOR SURESH CHANDRA & ASSOCIATES
CHARTERED ACCOUNTANTS**

**S C GUPTA
(PARTNER)
MEMBERSHIP NO.16534**

Place: New Delhi
Date: 25.05.2019

ANNEXURE-B REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE OF CALCOMVISION LIMITED

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As explained to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) The title deeds of immoveable properties are held in the name of the Company.
As explained to us, the physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed.
The company has not granted any secured or unsecured loans to companies, firms or other parties covered in the registers maintained under Section 189 of the Companies Act, 2013 therefore clause 3 (iii)(a), (b) & (c) of the Companies (Auditor Report) Order 2016 are not applicable.
As per information & explanation provided to us the provisions of section 185 & 186 of the Companies Act, 2013 have been complied in respect of loans, investment, guarantees and security.
5. In our opinion and according to the information and explanations given to us, the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2014 and Companies (Acceptance of Deposit) Rules, 2014 with regard to the deposits accepted from the public are not applicable on the Company as the company has not accepted any deposits.

6. As explained to us, the company is not required to maintain cost record as per sub-section (1) of Section 148 of the Companies Act, 2013.
7. (a) According to the records of the Company, it is regular in depositing with appropriate authorities undisputed statutory dues including income tax and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amount payable in respect of income tax, GST, custom duty, PF, ESI and cess were in arrears, as at 31st March, 2019, for a period of more than six months from the date they become payable.
(b) According to the information and explanations given to us, there are following statutory due which are pending on account of dispute:-

Name of the Statute	Nature of the Dues	Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where pending
Delhi Sales Tax Act	DST	3.61	1996-97	Dy.Comm.(Appeals) – Delhi
Central Sales Act.	CST	2.34	1996-97	Dy.Comm.(Appeals) – Delhi
Delhi Sales Tax Act	DST	52.71	1997-98	Add.Comm.(Appeals)-Delhi
Central Sales Act.	CST	8.45	1997-98	Add.Comm.(Appeals)-Delhi
Delhi Sales Tax Act	DST	17.42	1998-99	Add.Comm.(Appeals)-Delhi
Central Sales Act.	CST	1.82	1998-99	Add.Comm.(Appeals)-Delhi
Delhi Sales Tax Act	DST	3.34	1999-00	Dy.Comm.(Appeals) – Delhi
Central Sales Act.	CST	0.16	1999-00	Dy.Comm.(Appeals) – Delhi

8. The company has not defaulted in repayment of any loan from financial institution, bank or government and has not issued any debentures.
9. The company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loan. Therefore, the question of utilization and default in repayment does not arise.
10. According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us, the Company has paid managerial remuneration during the year as per the provisions of section 197 read with Schedule V to the Companies Act.
12. The Company is not a nidhi company. Therefore, Clause (3) (xi) of the Companies (Auditor's Report) order, 2016 are not applicable on the Company
13. According to the information and explanations given to us, the related party transactions are in compliance of section 177 and 188 of the Companies Act and disclosures of the same have been made in financial statements.
14. The Company has not made any private placement/ preferential allotment of shares (except allotment in terms of BIFR order). Therefore, the question of compliance of Section 42 of Companies Act, 2013 does not arise.
15. The company has not entered into any non-cash transactions with directors or persons connected with them. Therefore, Clause (3) (xv) of the Companies (Auditor's Report) order, 2016 are not applicable on the Company.
16. In our opinion, the company is not required to be registered under section 45-IA of RBI Act, 1934.

**FOR SURESH CHANDRA & ASSOCIATES
CHARTERED ACCOUNTANTS**

**S C GUPTA
(PARTNER)
MEMBERSHIP NO.16534**

Place: New Delhi
Date: 25.05.2019

CALCOM VISION LIMITED**Registered Office: C-41, DEFENCE COLONY, NEW DELHI-110024****CIN-L92111DL1985PLC021095****Balance Sheet as at 31st March, 2019****(Rupees in Lakh)**

	Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
A	ASSETS			
1	Non-current assets			
	(a) Property, Plant and Equipment	5	653.57	500.76
	(b) Goodwill	6	414.49	414.49
	(c) Capital work-in-progress	7	3.89	0.00
	(d) Other Intangible assets	8	20.89	1.10
	(e) Intangible assets under development	09	0.00	21.30
	(f) Financial Assets			
	(i) Loans	10	11.85	10.80
	(g) Other non-current assets	11	2.00	21.36
2	Current assets			
	(a) Inventories	12	1,110.87	909.70
	(b) Financial Assets			
	(i) Trade receivables	13	572.97	298.81
	(ii) Cash and cash equivalents	14	37.47	39.27
	(iii) Bank balances other than cash and cash equivalent as mentioned above	15	16.75	10.75
	(iv) Other Financial Assets	16	38.27	23.70
	(c) Current Tax Assets (Net)	17	16.93	6.50
	(d) Other current assets	18	115.27	213.81
	Total Assets		3,015.24	2,472.36
B	EQUITY AND LIABILITIES			
	Equity			
	(a) Equity Share capital	19	1,054.35	811.23
	(b) Other Equity	20	(66.35)	(124.71)
	Liabilities			
1	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	21	464.19	0.00
	(ii) Other Financial Liabilities	22	37.89	279.56
	(b) Provisions	23	59.52	65.62
2	Current liabilities			
	(a) Financial Liabilities			
	(i) Trade payables	24	982.31	616.55
	(ii) Other Financial Liabilities	25	416.57	597.70
	(b) Other current liabilities	26	66.76	226.42
	Total Equity and Liabilities		3,015.24	2,472.36

see accompanying notes to the financial statements

Auditors' Report

As per our report of even date attached
For M/s Suresh Chandra & Associates
Chartered Accountants

S.C Gupta

Partner

M. No.16534/ FRN No.001359N

Place:- New Delhi

Date:- 25.05.2019

For and on behalf of the Board

S. K. Malik
DIN-00085715
Chairman &
Managing Director

Ajay Kumar Singhal
DIN-00112899
Director

Pramod
Chief Financial Officer

Aayushi Jindal
Company Secretary

CALCOM VISION LIMITED**Registered Office: C-41, DEFENCE COLONY, NEW DELHI-110024****CIN-L92111DL1985PLC021095****Statement of Profit and Loss for the Year ended 31st March, 2019**

(Rupees in Lakh)			
Particulars	Note No.	Year ended 31st March, 2019	Year ended 31st March, 2018
I Revenue From operations	27	5,232.28	2,564.10
I Other Income	28	8.10	34.07
III Total Income (I+II)		5,240.38	2,598.17
IV EXPENSES			
Cost of Materials Consumed	29	3,699.55	1,745.84
Purchase of stock-in-trade		-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	30	13.34	(250.69)
Excise Duty		-	65.63
Employee benefits expense	31	704.68	571.66
Finance costs	32	116.67	91.86
Depreciation and amortization expense	5, 8	61.85	45.93
Other expenses	33	342.79	232.83
Total expenses (IV)		4,938.90	2,503.06
V Profit before exceptional items and tax (I-IV)		301.48	95.10
VI Exceptional Items	34	-	172.04
VII Profit before tax (V+VI)		301.48	267.14
VIII Tax Expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
IX Profit/(loss) for the period (VII-VIII)		301.48	267.14
X Other Comprehensive Income		-	-
XI Total Comprehensive Income for the period (IX+X)		301.48	267.14
XII Earnings per equity share (for continuing operation)	35		
(1) Basic		2.86	3.29
(2) Diluted		2.86	2.53

see accompanying notes to the financial statements

For and on behalf of the Board**Auditors' Report**

As per our report of even date attached

For M/s Suresh Chandra & Associates

Chartered Accountants

S.C Gupta

Partner

M. No.16534/ FRN No.001359N

Place:- New Delhi

Date:- 25.05.2019

S. K. Malik
DIN-00085715
Chairman &
Managing Director

Ajay Kumar Singhal
DIN-00112899
Director

Pramod
Chief Financial Officer

Aayushi Jindal
Company Secretary

CALCOM VISION LIMITED
CIN-L92111DL1985PLC021095
CASH FLOW STATEMENT for the year ended 31st March , 2019

(Rupees in Lakh)

Particulars	2018-19 (Rs.)	2017-18 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extra-ordinary items	301.48	267.14
Adjustments for -		
Depreciation on Property, Plant & Equipments	61.85	45.93
Loss on Sale of Property, Plant & Equipments	-	0.02
Interest & Financial Charges	116.67	91.40
Creditors Written Off	(0.00)	(172.04)
Provision for Gratuity	(6.10)	3.19
Operating profit before Working Capital Changes	473.90	235.64
Adjustments for -		
(Increase)/Decrease in Inventories	(201.17)	(339.52)
(Increase)/Decrease in Trade Receivables	(274.16)	4.07
(Increase)/Decrease in Other Financial Assets	(14.57)	19.40
(Increase)/Decrease in Current Tax Assets	(10.43)	(3.23)
(Increase)/Decrease in Other Current Assets	98.54	(40.78)
Increase/(Decrease) in Trade Payables (excluding Creditor written Off)	365.76	50.45
Increase/(Decrease) in Other Financial Liabilities	(212.41)	281.91
Increase/(Decrease) in Other Current Liabilities	(159.66)	223.32
Increase/(Decrease) in Provisions	-	(8.10)
Cash Generated from Operations	65.79	423.16
Less: Interest & Financial Charges incurred on Bill Discounting	(116.67)	(15.27)
Direct Taxes Paid	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES	(50.88)	407.89
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipments	(207.97)	(92.16)
Purchase of Other Intangible Assets	(5.18)	(1.30)
Capital work in progress	(3.89)	-
Intangible assets under development	-	(21.30)
Sale of Property, Plant and Equipments	-	0.14
(Increase)/Decrease in Loans	(1.05)	-
(Increase)/Decrease in Other Non-Current Assets	19.36	(21.36)
(Increase)/Decrease in Other Financial Liabilities (Non Current)	(241.67)	(241.67)
NET CASH FLOW FROM INVESTING ACTIVITIES	(440.40)	(377.65)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest on purchase consideration paid	-	(76.13)
Increase in Borrowings	495.48	-
Amount Received from Bond Holders against Fraction	-	-
NET CASH FLOW FROM FINANCING ACTIVITIES	495.48	(76.13)
NET INCREASE IN CASH OR CASH EQUIVALENTS	4.19	(45.89)
I CLOSING BALANCE OF CASH OR CASH EQUIVALENTS	54.22	50.02
I OPENING BALANCE OF CASH OR CASH EQUIVALENTS	50.02	95.91
NET INCREASE IN CASH OR CASH EQUIVALENTS	4.19	(45.89)

Note:-

1. The Cash Flow Statement has been prepared under Indirect method as set out in Ind AS-7 Statement of Cash Flows.

2. The Cash and Cash equivalents includes the followings:-

(a) Cash on Hand		0.40	3.48
(b) Cheque/ Draft on Hand		5.40	6.05
(c) Balance with Bank:-			
- In Current Accounts		31.67	29.74
- In Fixed Deposits Accounts		16.75	10.75
Total		54.22	50.02

see accompanying notes to the financial statements

For and on behalf of the Board

Auditors' Report

As per our report of even date attached

For M/s Suresh Chandra & Associates
 Chartered Accountants
S.C Gupta

Partner

M. No.16534/ FRN No.001359N

Place:- New Delhi

Date:- 25.05.2019

S. K. Malik
 DIN-00085715
 Chairman &
 Managing Director

Ajay Kumar Singhal
 DIN-00112899
 Director

Pramod
 Chief Financial Officer

Aayushi Jindal
 Company Secretary

CALCOM VISION LIMITED**Registered Office: C-41, DEFENCE COLONY, NEW DELHI-110024****CIN-L92111DL1985PLC021095****www.calcomindia.com****Notes to Accounts to Financial Statements****1. Corporate information**

Established in the year 1985, Calcom Vision Limited, an ISO 9001:2015, ISO 14001:2015, SA 8000:2014 certified company, having registered office in Delhi and Manufacturing unit at Surajpur Industrial Area, Greater Noida (Uttar Pradesh) India. The Company is engaged in the manufacturing and selling of Lighting and Electronics Products.

2. Basis of preparation

The financial statements are prepared on accrual basis under the historical cost convention as supplemented by financial instruments which are measured at fair values in accordance with the provisions of the Companies Act, 2013 including schedule III and Ind AS as prescribed under section 133 & rules thereunder.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

3. Use of estimates

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and the disclosure relating to contingent liabilities as at the date of financial statements and reported amount of income and expenses during the period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Difference between the actual results and estimates are recognised in the year in which the results are known or materialized.

4. Significant Accounting Policies**(i) Revenue Recognition**

Revenue from the sale of goods and services are measured at the fair value of the consideration received or receivable, net of goods and service tax, net of returns and allowances, trade discounts, rebates and incentives etc.

All Other income and expenditure items having a material bearing on the financial statements where certainty of ultimate collection/payment exist, are recognized on accrual basis.

IND AS 115 "Revenue from Contracts with customers" is mandatory for reporting Period beginning on or after April 01, 2018 and has replaced existing IndAS related thereto. Under the modified retrospective approach, there were no significant adjustments required to be made to the retained earning as at April 2018. Also the application of Ind As 115 did not have any significant impact on recognition and measurement of revenue and related items in these financial statements.

(ii) Property, Plant & Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of the purchase price (net of input tax credits wherever applicable) and all direct costs attributable to bringing the asset to its working condition for intended use and includes the borrowing costs for qualifying assets and the initial estimate of restoration cost if the recognition criteria is met. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred. Software and licences which are integral part of the PPE are capitalised along with respective PPE.

An item of property, plant & equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of Property, Plant and Equipment not available for use before such date are disclosed under 'Capital work-in-progress'.

(iii) Amortization and Depreciation

(a) During the year, the company has provided depreciation on Straight Line Method, as determined on the basis of useful lives specified in Schedule II of the Companies, Act, 2013.

- (b) Depreciation on Plant & Machinery of AI Division has been provided on Double Shift Basis.
- (c) Property, plant and equipment (PPE) which are added/ disposed- of during the year, depreciation is provided on pro-rata basis from (up- to) the date on which the PPE is available for use (disposed-of).
- (d) Leasehold Land is amortized over the period of lease

(iv) Employee Benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind-AS 19 – Employee Benefits.

(a) Defined contribution plan

Provident Fund & ESI Fund: Contribution to the provident fund & ESI Fund with the government at pre-determined rates is a defined contribution scheme and is charged to the statement of Profit and Loss. There are no other obligations other than contribution to PF & ESI Schemes.

(b) Defined benefit plan

Gratuity : The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lumpsum payment to vested employees at retirement, death, or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Provision for gratuity is made as per the provision of payment of gratuity act, as calculated by the management.

(c) Other Short-term employee benefits:

All employee benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc. and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service. Liabilities in respect of encashment of accumulated leaves by the employees is estimated by the management and charged to Profit & Loss account

(v) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized (other than employees benefits) when there is present obligation as a result of past events and it is possible that there will be an outflow of resources. Contingent Liabilities are not recognized in the financial statements but are disclosed in the notes to accounts. Contingent Assets are neither recognized and nor disclosed in financial statements.

(vi) Foreign currency reinstatement and translation**(a) Functional and presentation currency**

Standalone financial statements have been presented in Indian Rupees (INR), which is the Company's functional and presentation currency.

(b) Transactions and balances

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Nonmonetary items are measured in terms of historical cost in foreign currencies and are therefore not retranslated.

(c) Any income or loss on account of exchange fluctuation on settlement / year end, is recognised in the profit & loss account except in cases where they relate to acquisition of Property, Plant & Equipments in which case they are adjusted to the carrying cost of such asset as per guidelines and Ind AS-21 issued by Institute of Chartered Accountants of India.

(vii) Taxes on Income

(a) Provision for Income Tax is made at the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act, 1961 and Income Computation & Disclosure Standards using the tax rates as per the Tax Law that have been enacted or substantively enacted as on the date of the Balance Sheet.

(b) Deferred Tax Assets and Liabilities are recognized on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods in accordance with the Ind AS 12 "Accounting for Taxes on Income", issued by the Institute of Chartered Accountants of India. Deferred Tax Assets and Liabilities are recognised using the tax rates as per the Tax Law that have been enacted or substantively enacted as on the date of the Balance Sheet.

(viii) Cash Flow Statement

Cash and cash equivalents includes cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS) 7 statement of cash flows.

(ix) Impairment of Assets

Property, Plant & Equipments are assessed annually on the balance sheet date having regards to the internal & external source of information so as to analyze whether any impairment of the asset has taken place. If the recoverable amount, represented by the higher of Net Selling Price or the Value in use, is lesser than carrying amount of Cash-generating unit, then the difference is recognized as Impairment Loss and is debited to Profit and Loss Account. Further Suitable reversals are made in the books of accounts as and when the impairment loss ceases to exist or shows a decrease.

(x) Borrowing Cost

Borrowing cost that are directly attributable to acquisition or construction of qualifying assets has been capitalized as part of such asset as per Ind AS-23 on Borrowing Costs issued by the ICAI. All other borrowing cost are charged to revenue in the period when they are incurred.

(xi) Earning Per Share

Earning Per Share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average no. of equity shares outstanding during the year as per Ind AS-33 issued by the ICAI.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

(xii) Government grants/Assistance

Government grants/Assistance recognised where there is reasonable assurance that the same will be received and all eligibility criterias are met out. If the grants/assistance are related to subvention of a particular expense, it is deducted from that expense in the year of recognition of government grant / Assistance.

(xiii) Inventories

INVENTORIES	Basis of Valuation
- Raw Material	At cost or net realisable value which ever is lower.
- Work in Process	At cost or net realisable value whichever is lower
- Finished Goods	At cost or net realisable value whichever is lower
- Goods in Transit	At cost

* Cost of inventories are derived by using FIFO method and it includes the costs incurred in bringing the items of inventories to there present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(Amount in INR)		
	31st March, 2019	31st March, 2018
5. Property Plant & Equipments		
Gross Bolck	1,259.04	1,051.06
Less: Accumulated Depreciation	596.08	540.91
Less: Accumulated Impairment	9.39	9.39
	653.57	500.76
6. Goodwill	31st March, 2019	31st March, 2018
Acquired at the time of purchase of Lighting Undertaking from Calcom Electronics Ltd	414.49	414.49
	414.49	414.49
7. Capital Work in Progress	31st March, 2019	31st March, 2018
Mould Development work in progress	3.89	0.00
	3.89	0.00
8. Other Intangible Assets	31st March, 2019	31st March, 2018
Gross Bolck	45.78	19.30
Less: Accumulated Amortization	24.89	18.20
	20.89	1.10

	31st March, 2019	31st March, 2018
9. Intangible Assets under Development		
SAP Software under Development	0.00	21.30
	0.00	21.30
10. Loans (Non Current) Unsecured but considered good	31st March, 2019	31st March, 2018
- Security Deposits	11.85	10.80
	11.85	10.80
11. Other Non-Current Assets	31st March, 2019	31st March, 2018
Capital Advances		
- Advance for Property, Plant & Equipments	2.00	21.36
	2.00	21.36
12. Inventories (Taken over and certified by management)	31st March, 2019	31st March, 2018
Raw Materials		
- Goods in transit	68.80	10.79
- Others	682.17	541.27
Work-in-Progress	154.27	155.28
Finished Goods	190.03	202.36
Stores & Spares	15.61	-
	1,110.87	909.70
13. Trade Receivables	31st March, 2019	31st March, 2018
- Unsecured, Considered Good	572.97	298.81
- Trade Receivables which have significant in Credit Risk	20.78	20.78
Less: Provision for Bad & Doubtful Debts (20.78)	0.00	(20.78)
	572.97	298.81
<u>Aging of Trade receivables</u>		
Outstanding less than six months	562.14	298.81
More than Six Months	10.83	0.00
14. Cash and Cash Equivalents	31st March, 2019	31st March, 2018
Balances with Bank (Current Accounts)	31.67	29.74
Cheques, Drafts on hand	5.40	6.05
Cash on hand	0.40	3.48
	37.47	39.27
15. Bank Balances other than cash and cash equivalent FDR with Bank of India	31st March, 2019	31st March, 2018
- Lien with Delhi Sales Tax Department	5.00	5.00
- Lien with UP Sales Tax Department	0.25	0.25
-Lien with Custom Department against Import at Concessional rate of duty	11.50	5.50
	16.75	10.75
16. Other Financial Assets (Current) Unsecured Considered Goods	31st March, 2019	31st March, 2018
Claim Receivables	9.70	9.70
Security Deposit	8.41	7.91

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Interest Accrued	1.38	1.51
GST refund receivables	14.21	0.00
Stipend receivables	4.58	4.58
	38.27	23.70
17. Current Tax Assets (net)	31st March, 2019	31st March, 2018
Advance with Income tax	16.93	6.50
	16.93	6.50
18. Other Current Assets	31st March, 2019	31st March, 2018
Advance other than capital advances		
Advance to related parties	0.00	68.09
Advance to Suppliers	71.23	68.42
Employee Advance	11.44	2.27
Balance with Customs	3.21	6.18
Balance with GST	28.39	67.50
Prepaid Expenses	1.00	1.36
Doubtful		
Advance to Suppliers	3.78	3.78
Less: Provision for Bad & Doubtful Advances	(3.78)	(3.78)
	115.27	213.81
19. Equity Share Capital	31st March, 2019	31st March, 2018
Authorised Capital	1,100.00	1,100.00
1,10,00,000 Equity Shares of Rs 10/- each		
Issued, Subscribed and Paid up Capital	1,054.35	811.23
1,05,43,467 Equity Shares of Rs10/- each fully paid up	1,054.35	811.23

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	31st March, 2019		31st March, 2018	
	No.	Amount	No.	Amount
Equity shares at the beginning of the year	8,112,312	811.23	5,681,156	568.12
Add: Conversion of 72935 Bonds into Equity Shares pursuant to BIFR Scheme	2,431,155	243.12	2,431,156	243.12
Equity shares at the end of the year	10,543,467	1,054.35	8,112,312	811.23

(b) Terms/Rights attached to equity shares

The company has only one class of Equity Shares having a par value of Rs. 10 per Share. Each holder of equity is entitled to one vote per share

(c) Details of shareholders holding more than 5% shares.

	31st March, 2019		31st March, 2018	
	No.	%	No.	%
-Equity shares of Rs. 10/- each				
Sushil Kumar Malik	1,237,438	11.74	1,076,305	13.27
Shashi Malik	946,900	8.98	731,500	9.02
Sushil Kumar Malik Huf	864,489	8.20	628,290	7.74
Calcom Electronics Limited	1,684,667	15.98	1,123,132	13.84
Prudent Infrastructures P.Ltd	3,646,667	34.59	2,431,112	29.97

20. Other Equity	31st March, 2019	31st March, 2018
Refer Statement of Changes in Other Equity for detailed movement in Other Equity balance		
Equity Component of Compound financial Instruments		
- Zero Coupon Convertible Bonds*	0.00	729.35
Capital Reserve	0.36	0.36
Securities Premium**	0.00	998.25
Surplus/(Deficit) in Statement of Profit & Loss (Retained Earnings)	(66.71)	(1,852.68)
	<u>(66.35)</u>	<u>(124.71)</u>

Note *: As per the terms of rehabilitation scheme sanctioned by the Hon'ble Board for Industrial and Financial Reconstruction ("BIFR") on 08.07.2014, the Unsecured loans amounting to Rs. 2188.04 lacs outstanding as on 31.03.2014 taken over by Strategic Investors/Promoters had been converted into Zero coupon convertible bonds. These Zero Convertible Bonds were convertible into equity shares of Rs.10 each and Rs. 20 as a securities premium in financial year 2016-17, 2017-18 and 2018-19. Details of conversion of Zero Coupon Convertible Bonds into Equity Shares during the year have been shown in Statement of Change in Equity.

The company has also converted balance 72934 nos. of Zero-Coupon Convertible bonds into 2431155 nos. of Equity Share of face value of Rs.10/-each fully paid up, at a premium of Rs.20/- each in accordance with Rehabilitation Scheme approved by Hon'able Board for Industrial and Financial Reconstruction (BIFR) vide Order dated 08.07.2014 through resolution passed by Circulation dated 2nd April, 2018.

** The Securities Premium amount of Rs.1484.49 Lacs have been adjusted with accumulated Loss in terms of Clause No.15.3.4 of BIFR Order dated 08.07.2014.

21. Borrowings (Non Current)	31st March, 2019	31st March, 2018
Secured Borrowings from NBFCs		
Term Loan-1 from India Bulls	325.26	-
Term Loan-2 from India Bulls	126.26	-
Vehical Loan from Toyota Finance	12.68	-
	<u>464.19</u>	<u>-</u>

1. Term Loan-1 and Term Loan-2 availed from India Bulls Commercial Credit Limited is secured against personal Immovable property of director in addition to the personal guarantee of director. Term Loan-1 is repayable in monthly equated installment of Rs.4.48 Lacs (inclusive of interest @ 12.30%p.a.). Term Loan-2 is repayable in monthly equated installment of Rs.1.51 Lacs + Interest @ 12.30% p.a.2. Vehical Loan is secured against the Vehical acquired by the company and this Loan is repayable in monthly equated Installment of Rs.0.38 Lacs, which includes interest @ 8.74% p.a. on the same.

22. Other Financial Liabilities (Non Current)	31st March, 2019	31st March, 2018
Amount Payable to Calcom Electronics Ltd on account of purchase of Lighting undertaking	0.00	241.67
Deferred Sales Tax Payable	37.89	37.89
	37.89	279.56
23. Provisions	31st March, 2019	31st March, 2018
Provision for Employee Benefits	59.52	65.62
	59.52	65.62
24. Trade Payables	31st March, 2019	31st March, 2018
(a) Total outstanding dues of micro enterprises and small enterprises	131.02	-
(b) Total outstanding dues of Creditors other than micro enterprises and small enterprises	851.29	616.55
	<u>982.31</u>	<u>616.55</u>

		31st March, 2019	31st March, 2018
25. Other Financial Liabilities (Current)			
Amount Payable to Calcom Electronics Ltd on account of purchase of Lighting undertaking		302.08	483.33
Interest Payable on Purchase Consideration		7.96	24.60
Current Maturities of Long term Borrowings			
Term Loan-1 from India Bulls		12.86	-
Term Loan-2 from India Bulls		15.15	-
Vehical Loan from Tyota Finance		3.27	-
Statutory Dues		14.60	10.06
Expenses payable		60.65	79.71
		<u>416.57</u>	<u>597.70</u>
26. Other Current Liabilities		31st March, 2019	31st March, 2018
Advance from Customers		66.76	226.42
		66.76	226.42
27. Revenue From Operations		31st March, 2019	31st March, 2018
Sale of Products (including excise duty)			
- Manufactured Products	4,741.55	<u>4,741.55</u>	<u>2,175.06</u>
- Traded Goods	-	-	<u>2,175.06</u>
Sale of Services			
- Job Work & Re-Work		445.32	369.07
- Designing & Development Services		13.74	19.97
- Other Services		31.68	-
		<u>5,232.28</u>	<u>2,564.10</u>
According to the requirements of Ind AS and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, revenue for the year ended 31st March 2018 are reported inclusive of Excise Duty till 30th June, 2017. The Government of India had implemented Goods and Service Tax ("GST") from 1 July 2017 replacing excise duty, service tax and other indirect taxes. Accordingly, the revenue for the year ended March 31, 2019 is not comparable with the revenue for the year ended March 31, 2018. Had the previously reported revenue shown net of excise duty, Comparative revenue of the Company would have been as follows:			
Particulars		31st March, 2019	31st March, 2018
Revenue From operations (Inclusive of Excise Duty)		5,232.28	2,564.10
Less: Excise Duty		-	65.63
		<u>5,232.28</u>	<u>2,498.46</u>
28. Other Incomes		31st March, 2019	31st March, 2018
Interest Income on			
- Bank		1.87	0.38
- Others		-	25.56
Exchange fluctuation on monetary items		5.86	8.02
Other Non-Operating Income		0.37	0.11
		<u>8.10</u>	<u>34.07</u>
29. Cost of material Consumed		31st March, 2019	31st March, 2018
Opening Stock of Raw Material		541.27	395.95
Add : Purchases During the Year		3,840.45	1,891.15
Less : Closing Stock of Raw Material		682.17	541.27
		<u>3,699.55</u>	<u>1,745.84</u>

The above amount include purchase of :				
Housing Parts	894.42		306.24	
LED	485.57		171.85	
PCB	299.72		87.93	
Transformers, Transistor, Resistor, Capacitors, Diode and IC	503.22		172.97	
Others	1,516.63		1,006.84	
30. Change in Inventories	31st March, 2019		31st March, 2018	
Opening Stock				
-WIP	155.28		34.04	
-Stock-in-Trade	-		-	
-Finished Goods	202.36	357.64	72.91	106.95
Closing Stock				
-WIP	154.27		155.28	
-Stock-in-Trade	-		-	
-Finished Goods	190.03	344.30	202.36	357.64
Change in Inventory		13.34		(250.69)
The above include:				
Change in inventory of WIP				
Led Lights & Fixtures	(58.58)		(91.16)	
Traditional Luminaires	(0.68)		-	
Ballast	(3.72)		-	
Others	63.99		(30.08)	
Change in inventory of Finished Goods				
Led Lights & Fixtures	5.12		(99.41)	
Traditional Luminaires	8.16		(40.04)	
Ballast	27.58		9.99	
Others	(28.53)		0.01	
31. Employee Benefit Expenses	31st March, 2019		31st March, 2018	
Director remuneration	120.00		120.00	
Salaries and other Benefits	251.92		186.66	
Contribution to provident and other funds	13.79		15.29	
Staff Welfare Expenses	18.02		8.34	
Wages & Stipend	300.96		241.37	
	704.68		571.66	
32. Finance Costs	31st March, 2019		31st March, 2018	
Borrowing Cost				
Interest on Working Capital (Bill Discounting Charges)	19.93		14.29	
Interest & Processing Fees on Term Loans	44.76		0.00	
Interest Others	47.31		76.86	
Bank Charges	4.67		0.71	
	116.67		91.86	
33. Other Expenses	31st March, 2019		31st March, 2018	
Power and Fuel	72.60		70.46	
Difference of Excise duty on opening/ closing stock	-		(8.10)	
Repairs and Maintenance				
(i) Plant and Machinery	16.12		12.31	
(ii) Building	13.12		9.95	
(iii) Generator	0.58		0.28	
Advertisement & Sales Promotion	9.23		12.09	
Sales Commission	-		6.98	
AGM Expenses	1.35		1.45	
Auditors Expenses				
(i) Statutory Audit	1.00		0.90	

(ii) Tax Audit	0.65	0.50
(ii) Secratarial Audit Fee	0.25	0.21
(ii) Reimbursement of Expenses	-	0.10
Bus & Taxi Hire Charges	19.76	23.72
Charity/Donations	0.21	-
Directors Meeting Expenses	4.55	2.65
Factory Security Charges	16.12	13.45
Freight & Forwarding	41.65	9.56
Insurance	3.16	2.02
Legal & Professional Charges	67.33	33.47
Printing, Stationery & Communication Expenses	6.93	6.80
R & D Expenditure	20.07	11.25
Rent Paid	3.53	3.00
Rates and Taxes	1.63	3.59
Travelling and Conveyance	28.77	14.72
Loss on Sale of Property, Plant & Equipments	-	0.02
Other Expenses	14.17	1.48
	<u>342.79</u>	<u>232.83</u>
34. Exceptional Items	31st March, 2019	31st March, 2018
Old Creditors Written off	-	172.04
	<u>-</u>	<u>172.04</u>
35. Earning Per Share	31st March, 2019	31st March, 2018
Earning Per Share including exceptional Items		
Profit/(Loss) including exceptional items	287.46	267.14
Weighted Average No. of Shares (For Basic EPS)	<u>10,543,467</u>	<u>8,112,312</u>
Basic EPS Including exceptional items	<u>2.73</u>	<u>3.29</u>
Weighted Average No. of Shares (For Diluted EPS)	<u>10,543,467</u>	<u>10,543,467</u>
Diluted EPS Including exceptional items	<u>2.73</u>	<u>2.53</u>
Earning Per Share excluding exceptional Items		
Profit/(Loss) excluding exceptional items	287.46	95.10
Weighted Average No. of Shares	<u>10,543,467</u>	<u>8,112,312</u>
Basic EPS excluding exceptional items	<u>2.73</u>	<u>1.17</u>
Weighted Average No. of Shares (For Diluted EPS)	<u>10,543,467</u>	<u>10,543,467</u>
Diluted EPS excluding exceptional items	<u>2.73</u>	<u>0.90</u>
36. Contingent Liabilities & Commitments	31st March, 2019	31st March, 2018
<u>Contingent liabilities</u>		
Claims against company not acknowledged as debt		
-Guarantees	-	-
-Bond Executed by the company to Custom Department against import	140.00	30.00
-Sales Tax (In Lacs)	89.85	113.16
<u>Commitments</u>		
-Estimated amount of contracts remaining to be executed on capital account	-	16.99
-Estimated amount of contracts remaining to be executed on Revenue account (In Lacs)	350.91	377.21

Pending Litigations

Case Title	Forum	Nature of Litigation	Status
Calcom Vision Ltd. Vs ICICI Lombard Gen Insurance Co. Ltd.	High Court, New Delhi	Insurance Claim of Rs.21.41 Lacs against burglary loss	Out of Rs.21.41 Lacs, the Claim for Rs.16 Lacs alongwith interest of Rs.24.60 Lacs awarded by District Court, Saket Delhi. The appeal has been filed with High Court, New Delhi for the balance claim and interest.
Calcom Vision Ltd. Vs Renova Electronics P Ltd.	Arbitration	Debtor Recovery	Award received, the party not traceable
Calcom Vision Ltd. Vs Kurt O John Shoe Components (I) P Ltd.	ADJ Court, Greater Noida	Suit for Eviction	Case settled for final argument

37. Letter of confirmation of balance sent by the company to the Debtors and Creditors are still awaited in some cases.

38. The company has not received from any of its transacting parties regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosure, if any relating to amounts overdue unpaid as at the year and together with the interest payable is considered as Nil. However total amount payable to micro, small and medium enterprises as on 31.03.2019 is Rs.131.02 Lacs.

39. The company is mainly engaged in the business of manufacturing Lighting Products and parts thereof. Therefore all the operations of the company are considered as Single segment for the purpose of Ind AS-108 on "Operating Segments" issued by Institute of Chartered Accountants of India.

40. In compliance of Ind AS-24 "Related Party Disclosure" issued by the ICAI, the details pertaining to Related Party Disclosure are as follows:

(A) Name of the related parties and description of relationship

<u>Enterprise over which KMP/relative have Significant influence</u>	<u>KEY MANAGEMENT PERSONNEL</u>	<u>RELATIVES OF KEY MANAGEMENT PERSONNEL</u>	<u>DIRECTORS</u>
Calcom Electronics Limited Prudent Litex Pvt. Ltd. S.K Malik (HUF) E-Glow Illumination P Ltd. Calcom Institute of Management Development & Training (Non Profit Edu. Trust)	Mr S.K Malik Mr. Pramod Ms. Aayushi Jindal	Mrs.Shashi Malik Mr. Abhishek Malik	Mr. Bharat Bushan Jain Mr. Ajay Kumar Singhal Mr. Om Praksh Sood Ms. Yuvika Bader Mr. Hamidullah Kabir Khan Mr. Sunder Hemarajani Mr. Abhishek Malik

B) Transactions With Related Parties	Enterprise Over Which KMP/Relative have Significant influence	Key Management Personnel and Relatives	Directors	Total
ITEM				
Amount Payable	56.10			56.10
Interest payable on Purchase Consideration	7.96			7.96
Amount of reimbursement for trainee	241.05			241.05
Vehicle Hire Charges		3.54		3.54
Professional fees		33.00		33.00
Office Rent paid	3.00			3.00
Interest paid on Purchase Consideration	46.79			46.79
Purchase Consideration payable for Lighting Undertaking of Calcom Electronics Ltd (Interest payable on the same @10.5% P.A.)	302.08			302.08
Director Sitting Fees			4.55	4.55
Director Remuneration		120.00		120.00
Salary and Other Benefits		10.15		10.15

41. In view of uncertainty of future taxable profits, Deferred tax assets have not been created during the year on consideration of prudence as set out in Ind AS -12 on "Accounting for Taxes on Income " issued by the Institute Of Chartered Accountants of India.

42. There appears to be no impairment to the production & assembly line of the company's business, as it continues to produce the main products of the company.

43. Details of Managerial Remuneration

Particulars of the Remuneration	Mr. Sushil Kumar Malik	Mr. Pramod	Ms. Aayushi Jindal
	(Chairman & Managing Director)	(CFO)	Company Secretary
	Amount in Rs.	Amount in Rs.	Amount in Rs.
a) Salary & Ex.Gratia	60.00	2.58	1.44
b) House Rent Allowance/Lease	30.00	1.80	0.96
c) Special Allowance	30.00	1.20	1.20
d) Conveyance Allowance	0.00	0.42	0.00
e) Incentive	0.00	0.50	0.00
f) Bonus	0.00	0.00	0.05
Total	120.00	6.50	3.65

44. Auditors Remuneration is as follows :

	Amount in Rs. 2018-19	Amount in Rs. 2017-18
A) Statutory Audit Fees	1.00	1.00
B) Tax Audit Fees	0.65	0.50

45. All the leases are cancellable operating leases at the option of the owner. The company has taken Offices and Guest House on lease renewal on annual basis. The lease expense recognised in P & L A/c on such lease is Rs. 3,53 IACS.

46. Value of Imports calculated on CIF basis during Financial Year	31st March, 2019	31st March, 2018
- Raw Materials	1,392.39	733.36

47. Total value of Imported Raw Material, Spare Parts and components consumed during the financial year and the percentage of each to the total consumption

	31st March, 2019		31st March, 2018	
	Import	% to Total	Import	% to Total
- Raw Materials	1,392.39	38	733.36	42
- Value of Indigenous Material	2,307.16	62	1,012.48	58
TOTAL	3,699.55	100	1,745.84	100

48. Value of Exports on FOB Basis	31st March, 2019	31st March, 2018
- Sale of Products	116.54	50.88
- Designing and Development & Other Services	13.74	19.97
	130.28	70.85

49 Previous year figures have been re-grouped/re-arranged wherever necessary to confirm the current year classification.

For and on behalf of the Board**Auditors' Report**

As per our report of even date attached

For M/s Suresh Chandra & Associates

Chartered Accountants

S. K. Malik
DIN-00085715
Chairman &
Managing Director

Ajay Kumar Singhal
DIN-00112899
Director

S.C Gupta

Partner

M. No.16534/ FRN No.001359N

Place:- New Delhi

Date:- 25.05.2019

Pramod
Chief Financial Officer

Aayushi Jindal
Company Secretary

CALCOM VISION LIMITED**Registered Office: C-41, DEFENCE COLONY, NEW DELHI-110024****CIN-L92111DL1985PLC021095****Statement of Changes in Equity for the Year ended 31st March 2019**

A.	Equity Share Capital	Amount (Rs.)
	Balance as on 1st April 2017	568.12
	Change in equity share during the year (Conversion of 72935 Bonds into Equity Shares pursuant to BIFR Scheme)	243.12
	Balance as on 31st March 2018	811.23
	Balance as on 1st April 2018	811.23
	Change in equity share during the year (Conversion of 72934 Bonds into Equity Shares pursuant to BIFR Scheme)	243.12
	Balance as on 31st March 2019	1054.35

B. Other Equity

	Equity component of compound financial instrument		Reserve & Surplus			Other items of Other Comprehensive Income	Total
			Capital Reserve	Securities Premium	Retained Earnings		
	Nos. of Zero Coupon Convertible Bonds	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Balance as on 1st April 2017	145,869.00	1,458.69	0.36	512.02	(2,119.82)	-	(148.74)
Total comprehensive income for the year	-	-	-	-	267.14	-	267.14
Dividends	-	-	-	-	-	-	-
Conversion of Zero Coupon Convertible Bonds							
- Equity Share Capital (2431156 Equity Shares @ Rs.10 each)	(72,935.00)	(243.12)	-	-	-	-	(243.12)
- Securities Premium on 2431156 Equity Shares @ Rs.20 each)		(486.23)	-	486.23	-	-	-
Balance as on 31st March 2018	72,934.00	729.35	0.36	998.25	(1,852.68)	-	(124.71)
Balance as on 1st April 2018	72,934.00	729.35	0.36	998.25	(1,852.68)	-	(124.71)
Total comprehensive income for the year	-	-	-	-	301.48	-	301.48
Dividends	-	-	-	-	-	-	-
Conversion of Zero Coupon Convertible Bonds							
- Equity Share Capital (2431155 Equity Shares @ Rs.10 each)	(72,934.00)	(243.12)	-	-	-	-	(243.12)
- Securities Premium on 2431155 Equity Shares @ Rs.20 each)		(486.23)	-	486.23	-	-	-
Adjustment of Securities Premium against Reserve & Surplus as per Scheme approved by Hon'able BIFR.				(1,484.49)	1,484.49		-
Balance as on 31st March 2019	-	0.00	0.36	-	(66.71)	-	(66.35)

The accompanying notes are an integral part of these financial statements

For and on behalf of the Board**Auditors' Report**

As per our report of even date attached

For M/s Suresh Chandra & Associates

Chartered Accountants

S. K. Malik
DIN-00085715
Chairman &
Managing Director

Ajay Kumar Singhal
DIN-00112899
Director

S.C Gupta

Partner

M. No.16534/ FRN No.001359N

Place:- New Delhi**Date:- 25.05.2019**

Pramod
Chief Financial Officer

Aayushi Jindal
Company Secretary

NOTE # 6

Calcom Vision Limited
Property, Plant and Equipment as on 31st March 2019

S.NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION BLOCK						IMPAIRMENT		NET BLOCK	
		COST AS ON 01.04.2018	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2019	UPTO 01.04.2018	FOR THE YEAR	ADDITION	ADJUSTMEN T	UPTO 31.03.2019	UPTO 01.04.2018 31.03.2019	NET CARRYING AMOUNT AS ON 31.03.2019	NET CARRYING AMOUNT AS ON 31.03.2018	
1	Lease hold Land	24.27			24.27	5.30	0.31			5.61		18.66	18.97	
2	Buildings	322.67	33.44		356.11	253.52	8.48			262.00	7.65	86.46	61.50	
3	Plant & Equipment (Single Shift)	291.60	52.59		344.18	71.08	16.66	0.53		88.27		255.91	220.52	
4	Plant & Equipment (Double Shift)	181.71	54.82		236.53	45.66	15.32	3.53		64.50		172.02	136.05	
5	Electrical Installation	61.33	0.56		61.89	58.27	0.00	0.02		58.29		3.60	3.07	
6	Furniture & Fixtures	22.61	0.28		22.90	14.18	0.96	0.00		15.13		7.76	8.44	
7	Vehicle	7.67	21.12		28.79	7.29	0.00	1.89		9.18		19.61	0.38	
8	Office Equipment	41.41	2.20		43.60	33.88	1.58	0.16		35.61		7.99	7.53	
9	Computer	44.78	1.75		46.53	36.76	3.31	0.20		40.27		6.26	8.02	
10	Others (a) Moulds (b) Generators	40.07 12.95	41.23		81.30 12.95	2.91 12.07	2.09 0.14	0.00		5.01 12.21	1.74 0.00	74.55 0.74	35.42 0.88	
	TOTAL	1,051.06	207.97	0.00	1,259.04	540.91	48.84	6.33	0.00	596.08	9.39	653.57	500.76	
	Previous Year	959.06	92.16	0.16	1,051.06	495.19	41.84	3.89	0.01	540.91	9.39	500.76	454.49	

* Assets under Lease shall be separately classified under each class of asset.

NOTE # 9

Other Intangible Asstes

S.NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION BLOCK				IMPAIRMENT		NET BLOCK		
		COST AS ON 01.04.2018	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2019	UPTO 01.04.2018	FOR THE YEAR	ADDITION	ADJUSTMEN T	UPTO 01.04.2018	UPTO 31.03.2019	NET CARRYING AMOUNT AS ON 31.03.2019	NET CARRYING AMOUNT AS ON 31.03.2018
1	Recipes, Formulae, Models, Designs and Prototypes	15.25			15.25	15.25	0.00				15.25	0.00	0.00
2	Designing Software	4.05	1.30		5.35	2.95	0.43	0.21			3.59	1.76	1.10
2	SAP B One Software	0.00	25.18		25.18	0.00		6.05	0.00		6.05	19.13	0.00
	TOTAL	19.30	26.48	0.00	45.78	18.20	0.43	6.25	0.00	0.00	24.89	20.89	1.10
	Previous Year	18.00	1.30	0.00	19.30	18.00	0.00	0.20	0.00	0.00	18.20	1.10	0.00

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

Form No.MGT-11: PROXY FORM

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

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

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

(1) Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or failing him;

(2) Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or failing him;

(3) Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or failing him;

as my/our proxy to attend and vote (on a poll) for my/our and on my/our behalf at the 34th Annual General meeting of the Company, to be held on Monday, 30th day of September 2019 at 9.00 a.m. at 10, Forest Lane, U.G Tank Road, Village Ghitorni, New Delhi-110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Number	Resolutions
Ordinary Business	
1	Adoption of Audited Financial Statements for the year ended March 31, 2019 together with reports of the Auditors and Board of Directors thereon.
2	Re-appointment of Ms. Yuvika Bader, who retires by rotation.
Special Business	
3	Appointment of Mr. Anurag Goel as an Independent Director of the Company
4	Re-Appointment of Mr. Bharat Bhushan Jain as an Independent Director of the Company
5	Increase in the Borrowing limits of the Company
6	Creation of charge on the movable and immovable properties of the Company in respect of borrowings

Signed this _____ day of _____ 2019.

Signature of Shareholder_____
Signature of Proxy holder (s)

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

Affix
Revenue
Stamp of
Rs. 1

Calcom Vision Limited

CIN: L92111DL1985PLC021095

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

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

Tel: 0120-2569761, Fax: 0120-2569769, Website: www.calcomindia.com, Email: corp.compliance@calcomindia.com

ATTENDANCE SLIP

We hereby record my/our presence at the 34th Annual General Meeting of CALCOM VISION LIMITED on Monday, September 30, 2019 at 9 A.M. at 10, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030.

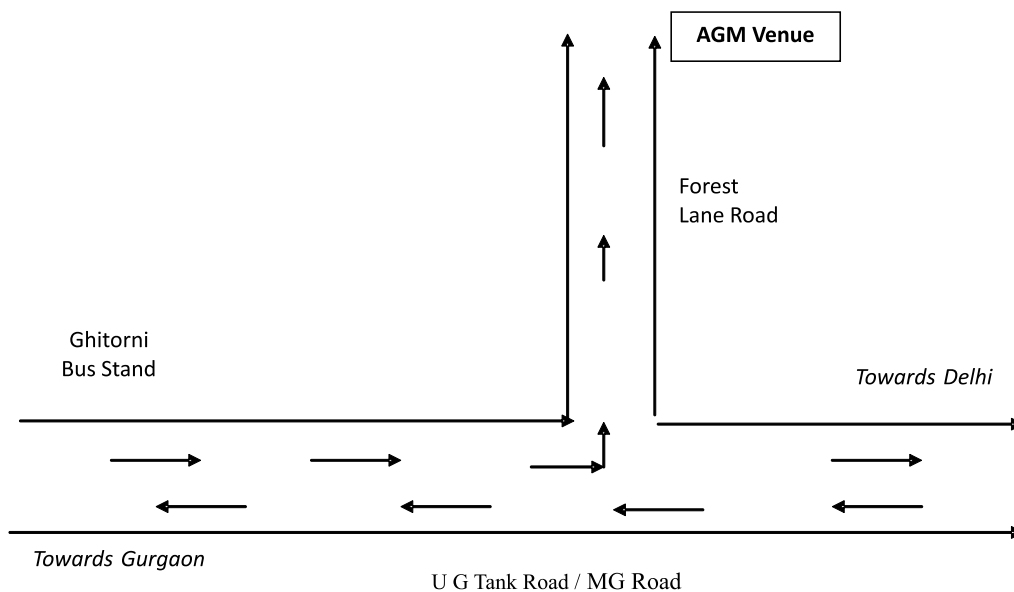
Name and address of the Shareholder/Proxy (In Block Letters)	
Member's Folio No. /DP ID-Client ID No.	
Signature of the Shareholder/Proxy	

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

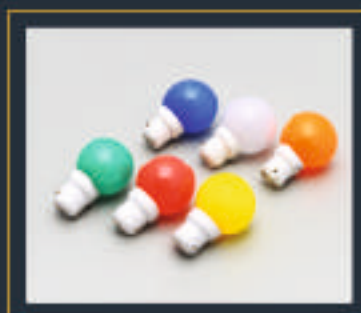
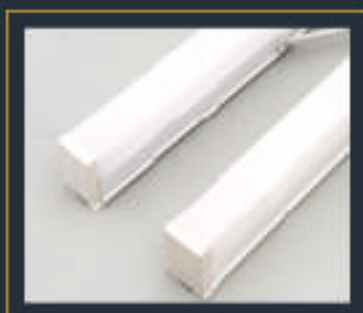
*Applicable for members holding shares in electronic form

Route Map of Calcom Vision Limited

Annual General Meeting Venue: 10, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030



COMMITTED TO INDIVIDUAL RESPECT,
CUSTOMER SATISFACTION AND SUPERIOR PERFORMANCE



34th ANNUAL REPORT



If undelivered please return to:

REGD. OFFICE
CALCOM VISION LTD.
CIN : L92111DL1985PLC021095
C-41, Defence Colony
New Delhi-110024