

Calcom

29th

Annual Report

2013 - 2014

CALCOM VISION LTD.

CALCOM VISION LIMITED

BOARD OF DIRECTORS

Shri Sushil Kumar Malik - Chairman & Managing Director
Shri Aijaz Ghaffar
Shri Sunil Kumar Bhattacharya
Shri Hamidulla Kabir Khan
Shri Bharat Bhushan Jain
Shri Ajay Kumar Singhal

AUDITORS

M/s Shanti Prashad & Co.
Chartered Accountants
New Delhi

REGISTERED OFFICE

C-41, Defence Colony
New Delhi - 110 024

WORKS

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

REGISTRAR & TRANSFER AGENTS

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

CONTENTS

	Page No.		Page No.
1. Notice	4	4. Balance Sheet	23
2. Directors' Report	8	5. Cash Flow Statement.....	25
3. Auditors' Report	19	6. Attendance Slip	37

Calcom Vision Limited

CIN: L92111DL1985PLC021095

Registered Office: C-41, Defence Colony, New Delhi-110024

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

NOTICE

Notice is hereby given that the 29th ANNUAL GENERAL MEETING of the members of CALCOM VISION LIMITED will be held on Tuesday, the 30th day of September, 2014 at 17/2 B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030 at 9.00 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date together with reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Aijaz Ghaffar (DIN 00153543), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company, and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT M/s. Shanti Prashad & Co., (Registration no.019923N) Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 29th Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and on the recommendation of the Board of Directors, consent of the members be and is hereby accorded for the payment of remuneration of Rs. 27,500/- plus service tax as applicable and reimbursement of out of pocket expenses, to M/s. N.N. Sharma & Associates, (Firm Registration No. 101702) Cost Accountants, Cost Auditors of the Company for the financial year commencing from 1st April, 2014 till 31st March, 2015."
5. To consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:
"Resolved that Mr. Ajay Kumar Singhal (DIN 00112899), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and the Article 118 of Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing from a member as required under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"Resolved that pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Sunil Kumar Bhattacharya (DIN 00125924), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 30, 2014, not liable to retire by rotation."
7. 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 Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Hamidulla Kabir Khan (DIN 00029713), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 30, 2014, not liable to retire by rotation."
8. 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 Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Bharat Bhushan Jain (DIN 00241818), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from September 30, 2014, not liable to retire by rotation."

By order of the Board
for CALCOM VISION LIMITED

S.K. MALIK
CHAIRMAN & MANAGING DIRECTOR
(DIN 00085715)

Place : New Delhi
Date : August 13, 2014

NOTES:

1. 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 enclosed.
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 authorized representatives to attend the Meeting are requested to send the certified copy of the Board Resolution authorizing 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 27th September, 2014 to 30th September, 2014 (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.
9. Declaration: Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite consents/ declarations for their appointment/ re-appointment.
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 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready. 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 29th Annual General meeting (AGM) by electronic means and the business may be transacted through e-Voting as per separate communication in this regard being sent with this Notice.
12. Notice of this Annual General Meeting, Audited Financial Statements for 2013-14 together with Directors' Report and Auditors' Report are available on the website of the Company www.calcomindia.com.
13. **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.**

EXPLANATORY STATEMENT:**Item No.4**

On recommendation of Audit Committee at its meeting held on May 29, 2014, the Board has considered and approved appointment of M/s. N.N. Sharma & Associates, Cost Accountants, for the conduct of the Cost Audit at a remuneration of Rs.27500/- plus service tax and reimbursement of actual travel and out of pocket expenses for the financial year ending March 31, 2015. M/s. N.N. Sharma & Associates, Cost Accountants are not related to any director of the Company.

The resolution at item no.4 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Item No.5

The Board of Directors have appointed Mr. Ajay Kumar Singhal, as Additional Director for the time being, on the Board of the Company at their Meeting held on August 13, 2014 subject to his regular appointment in the ensuing Annual General Meeting. Accordingly, he holds office upto the date of this Annual General Meeting and is to be appointed as regular Director in this Meeting. Notice under Section 160 of the Companies Act, 2013, proposing his candidature as Director has been received from a member of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out in Item No. 5, except Mr. Ajay Kumar Singhal himself and Mrs. Shashi Malik (wife of Mr. S. K. Malik)

Additional information as per Clause 49(IV)(G) of the Listing Agreement

Particulars	Mr. Ajay Kumar Singhal
Date of Birth & Age	5 th February, 1958
Date of First Appointment	13 th August, 2014
Qualifications	B.Com (H), L.L.B., F.C.A.
Experience & Expertise	He is a Practising Chartered Accountant. He has rich and wide experience of more than 30 years in audit of Banks, Corporate Houses, Pvt. Ltd. And Public Limited Companies, Taxation and Foreign Collaboration agreements, Arbitration, Management & Legal Advisory services, Project Report and Project Financing, Advisor in Taxation & Company Law matters.
Names of other Public Companies in which Directorship held	Nil
Memberships / Chairmanships of Committees of other public companies (includes only Audit and Shareholders / investors Grievance Committee)	Nil
Relationship with Directors Interse	Related with Spouse of Mr. S.K. Malik, Chairman & Managing Director
Number of Shares held in the Company	Nil

Your Directors recommend the resolutions set forth in Item No. 5 for approval of the members as Ordinary Resolution.

Item Nos 6 to 8

In accordance with the relevant provisions of the Articles of Association of the Company and the provisions of erstwhile Companies Act, 1956, Mr. Sunil Kumar Bhattacharya, Mr. Hamidulla Kabir Khan and Mr. Bharat Bhushan Jain, Independent Directors were appointed / re-appointed by the Members of the Company in the erstwhile Annual General Meetings of the Company. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

Mr. Sunil Kumar Bhattacharya, Mr. Hamidulla Kabir Khan and Mr. Bharat Bhushan Jain are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Independent Directors.

The Company has also received declarations from Mr. Sunil Kumar Bhattacharya, Mr. Hamidulla Kabir Khan and Mr. Bharat Bhushan Jain that they meet with the criteria of independence as prescribed both under Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Sunil Kumar Bhattacharya, Mr. Hamidulla Kabir Khan and Mr. Bharat Bhushan Jain fulfil the conditions for appointment as Independent Directors; and they are independent of the management.

Brief resumes of Mr. Sunil Kumar Bhattacharya, Mr. Hamidulla Kabir Khan and Mr. Bharat Bhushan Jain, nature of their expertise in specific functional area and names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

It is therefore proposed to appoint Mr. Sunil Kumar Bhattacharya, Mr. Hamidulla Kabir Khan and Mr. Bharat Bhushan Jain as Independent Directors for a period of 5 consecutive years in the ensuing Annual General Meeting, not liable to retire by rotation.

Except Mr. Sunil Kumar Bhattacharya, Mr. Hamidulla Kabir Khan and Mr. Bharat Bhushan Jain, being appointees in their respective resolutions, none of the Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financial or otherwise, in the agenda as set out in Item Nos. 6 to 8.

Additional information as per Clause 49(IV)(G) of the Listing Agreement

Particulars	Mr. Sunil Kumar Bhattacharya	Mr. Hamidulla Kabir Khan	Mr. Bharat Bhushan Jain
Date of Birth & Age	1 st January, 1935, 79 years	15 th August, 1933, 80 years	24 th November, 1944, 69 years
Date of First Appointment	22 nd January, 1994	25 th September, 1995	15 th May, 2010
Qualifications	M.Com., A.C.A.	I.A.S.	B.Sc., L.L.B.
Experience & Expertise	He is a Chartered Accountant who has worked at senior positions in leading Financial Institutions for more than 20 years and he has been teaching Finance for last 35 years in leading Management Institutions.	He has been a Senior Bureaucrat with Government of India and is now working as a Consultant to various Companies.	He is a Practising leading Civil Advocate in New Delhi. He has rich and wide experience of more than 45 years in Legal Field.
Names of other Public Companies in which Directorship held	Calcom Electronics Ltd.	Asahi Songwon Colors Ltd.	Trimurti Financial Services Ltd.
Memberships / Chairmanships of Committees of other public companies (includes only Audit and Shareholders / investors Grievance Committee)	Nil	Nil	Nil
Relationship with Directors Interse	Not related to any Director	Not related to any Director	Not related to any Director
Number of Shares held in the Company	Nil	Nil	10600

Your Directors recommend the resolutions set forth in Item No. 6 to 8 for approval of the members as Ordinary Resolution.

Place : New Delhi
Date : August 13, 2014

By order of the Board
for CALCOM VISION LIMITED
S.K. MALIK
CHAIRMAN & MANAGING DIRECTOR
(DIN 00085715)

Brief Details of Directors seeking Appointment/ Re-Appointment as per Clause 49 (IV) (G) of Listing Agreement

Particulars	Sh. Aijaz Ghaffar
Date of Birth & Age	4 th May, 1943, 71 Years
Date of First Appointment	4 th March, 1995
Qualifications	M.Sc. (Tech.)
Experience & Expertise	He has about 49 years of rich experience in Consumer Electronics.
Names of other Public Companies in which Directorship held.	Nil
Memberships / Chairmanships of Committees of other public companies (includes only Audit and Shareholders / investors Grievance Committee)	Nil
Relationship with Directors Interse	Not related to any Director
Number of Shares held in the Company	Nil

Calcom Vision Limited

CIN: L92111DL1985PLC021095

Registered Office: C-41, Defence Colony, New Delhi-110024

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

DIRECTORS' REPORT

Dear Shareholders,

Your Directors present the 29th Annual Report on the operations of your Company together with Annual Audited Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS

	Current Year	Previous Year
		(Rs. in Lacs)
Sales	1680.75	1952.95
Profit/(Loss) before Financial Charges & Depreciation	62.99	38.95
Less : Financial Charges	4.96	4.40
Less : Depreciation	64.11	65.35
Profit/(Loss) Before tax	(6.08)	(30.80)
Provision for Tax	--	--
Profit/(Loss) after tax	(6.08)	(30.80)
Add : Brought forward Profit/(Loss)	(2151.72)	(2120.92)
Balance Carried to Balance Sheet	(2157.80)	(2151.72)

OPERATIONS

During the year under review, the total sales of your Company were Rs.1680.75 lacs as against Rs.1952.95 lacs for the previous year. The Profit before financial charges and depreciation amounted to Rs.62.99 lacs as compared to Rs.38.95 lacs in the previous year. The net loss for the year was Rs.6.08 lacs as compared to Rs. 30.80 lacs during previous year.

DIVIDEND

Your directors regret their inability to propose any dividend in view of the loss for the year under review.

CURRENT YEAR'S PERFORMANCE

The Company is focusing on Lighting Electronics business. In the 1st quarter ended June, 2014 the Company has recorded sales of Rs.465.17 lacs as compared to Rs.515.63 lacs for the corresponding period last year. The Company is hopeful of improving the situation substantially in coming quarters.

RESEARCH & DEVELOPMENT

The Research and Development Centre of your Company has been providing useful support towards developing of new products and improving quality of existing products. We have successfully developed many products in Lighting Electronics Industry which have been approved by International Certification Laboratory of Osram, the major customer of the Company.

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

The detailed information as required Under Section 217(1) (e) of the Companies Act, 1956 read with Companies (disclosure of particulars in report of the Board of Directors) Rules 1988, is enclosed as per Annexure-I.

DIRECTORS

Shri Aijaz Ghaffar will retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors have appointed Mr. Ajay Kumar Singhal, as additional Director w.e.f. August 13, 2014, on the Board of the Company at their meeting held on August 13, 2014, subject to his regular appointment in the Annual General Meeting. In accordance with the Articles of Association of the Company and the Companies Act, 2013, Mr. Ajay Kumar Singhal holds office till the ensuing Annual General Meeting. The Company has received Notice in respect of Mr. Ajay Kumar Singhal from a member under Section 160 of the Companies Act, 2013 proposing his appointment as Director of the Company liable to retire by rotation.

Consequent to notification of Section 149 and other applicable provisions of the Companies Act, 2013, your Directors are seeking appointment of all Independent Directors viz Mr Sunil Kumar Bhattacharya, Mr Hamidulla Kabir Khan and Mr Bharat Bhushan Jain for five consecutive years from the ensuing Annual General Meeting and they shall not be liable to retire by rotation. The Company has received Notices in respect of aforesaid Directors under Section 160 of the Companies Act, 2013 proposing their appointment as Independent Directors of the Company.

Your Directors recommend the re-appointment/ appointment of the above Directors at the ensuing Annual General Meeting. The information on the particulars of Director eligible for re-appointment/appointment in terms of Clause 49 of the Listing Agreement has been provided in the notes to the notice convening the Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of Section 217(2AA) of the Companies act, 1956, the Directors would like to assure the Members that the financial statements for the year under review, confirm in their entirety to the requirements of the Companies Act, 1956.

The Directors confirm:

1. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 2014 and of the loss of the company for that period;
3. that the directors had 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;
4. that the directors had prepared the Annual Accounts on a going concern basis.

MANAGEMENT DISCUSSION AND ANALYSIS

A report in the form of Management Discussion and Analysis pursuant to clause 49 of the listing agreement, as a part of this report is annexed hereto as Annexure – II.

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 Clause 49 of listing agreement is included in the annual report.

A Certificate has been given by the Chairman & Managing Director and Manager (Finance & Accounts) to the Board, as per requirement of Clause 49 (V) of the Listing Agreement is attached to the report.

REFERENCE TO BIFR

The Company was declared Sick in April, 2006 by Hon'ble Board for Industrial & Financial Reconstruction (BIFR) and Bank of India had been appointed as Operating Agency to work out a Rehabilitation Plan and submit the same to the Hon'ble BIFR. The Company/Promoters have settled with all Secured Creditors and payments are being made in line with agreed terms. The draft Rehabilitation Scheme submitted by the Company has been sanctioned by BIFR. Pursuant to the said sanction, the loans taken over by the Promoters and the Strategic Investor have been converted into Unsecured Zero Coupon Convertible Bonds of Rs. 1000/- each ("Bonds") and the said Bonds shall be converted into equity shares of the Company of Rs. 10/- each at a premium of Rs. 20/- each in a phased manner.

BIFR has declared the company as a "Relief Undertaking" and grants all benefits and concessions relating to deferment of Sales Tax for a period of 5 years as per the State Government policy guidelines for sick industrial units. BIFR has also granted other reliefs including exemption / grant of relief to the Company from certain provisions of the Income Tax Act and waiver of interest / damages on delayed payments of PF or ESI (subject to consideration of respective authorities).

AUDITORS

The retiring Auditors of the Company M/s. Shanti Prashad & Co., Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Company has received a certificate from them that their re-appointment, if made, would be within the prescribed limits under Section 139 read with Section 141 of the Companies Act, 2013.

AUDITORS' OBSERVATIONS

The Auditors in their report have invited attention on Emphasis of Matter Paragraph of Notes on Accounts–Note No.6 and 16. The notes are self-explanatory. However directors would like to inform you that:

- (a) Regarding Point No. 6, the accounting treatment has been done in line with the scheme sanctioned by Hon'ble BIFR.
- (b) Regarding Point No.16, receivables outstanding for more than 6 months, the Management is trying its best to recover the receivables in full; hence no provision has been made.

COST AUDITORS

The Board has re-appointed M/s N.N. Sharma & Associates as the Cost Auditors of the Company in accordance with Section 233B of the Companies Act, 1956 and in conformity with the directives of the Central Government, for the audit of the cost accounts of the Company for the Financial Year 2013-14. The Cost Audit Report for the financial year 2012-13 has been filed with the Central Government within the stipulated time on September 27, 2013.

PERSONNEL

The employee relation in your company continues to be excellent. Employee participation in various improvement programs initiated by the company is encouraging.

PARTICULARS OF EMPLOYEES

Provisions of section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are not applicable since there are no employees drawing remuneration exceeding limits prescribed therein.

COMPLIANCE CERTIFICATE

The Company has obtained the Compliance Certificate pursuant to Section 383A of the Companies Act, 1956 from a Practicing Company Secretary and forms annexure to this Report.

ACKNOWLEDGEMENT

Your Directors are grateful to the various Government Authorities, Financial Institutions and Banks, Business Constituents and Shareholders for their continued co-operation and support to the Company.

Your Directors also express their deep appreciation of the devoted and unstinted services tendered by workers, staff and executive at all levels.

For and on behalf of the
Board of Directors

Place: New Delhi
Date: August 13, 2014

S.K. MALIK
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE - I

ANNEXURE TO DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH 2014

STATEMENT OF PARTICULARS UNDER SECTION 217(1)(E) OF THE COMPANIES ACT, 1956 FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2014.

A. CONSERVATION OF ENERGY

Energy Conservation Measures Taken

- (i) The entire staff has been trained to switch off the lights , Fans, AC'S during lunch time and at the close of the factory.
- (ii) The conventional lighting fixtures are being replaced by Electronic Ballast which conserve the energy as well as improve power factor.
- (iii) The Fans and Lights switching arrangement are being changed to switch off a block together.

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 will help in conserving energy not only for us but for all the users of our products. Your company has also started working on LED Lights which are far more efficient.

(ii) Benefits derived as a result of the above R&D.

It has given a new direction to the Company which will help revive the Company.

(iii) Future Plan of Action

The Company is focusing on developing LED products.

(iv) Expenditure on R&D

(Rs. In lacs)

- i) Capital --
- ii) Recurring
 - a) Deferred Revenue --
 - b) Current Year 0.44
- iii) **Total 0.44**

(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)	--	--
Foreign Exchange used (Rs. In Lacs)	290.31	293.51

Annexure - II**MANAGEMENT DISCUSSION AND ANALYSIS
INDUSTRY STRUCTURE AND DEVELOPMENT**

Lighting Industry is going through a revolutionary phase as conventional incandescent Lamps are becoming obsolete after a period of 100 Years. FTLs are getting replaced by CFL lamps and LED Lighting is gaining importance because of much higher efficiency and no pollution. The Industries has been growing at more than 15% for the last many years. With greater focus on infrastructure lighting industry expects to continue growing at similar rate for next 5-10 years.

The major players in this Industry are Philips, Havells, Osram, Crompton Greaves, Wipro, Surya and Bajaj.

The Industry structure is also undergoing a major change where in the share of the Luminaries and control Gear is increasing while the share of Lamps is going down.

OPPORTUNITIES AND THREATS**Opportunities**

1. With Industry structure undergoing a change it opens up opportunity for Electronics manufacturing company Like Calcom which has focus on R&D to work for OEM customers.
2. The LED Lighting offers another great opportunity to get into Lamps Segment of Lighting Industry.
3. The depreciating Rupee offers an opportunity in exports.

Threats

The major sales are from OEM Business which can affect the performance of the company in any eventuality.

PRODUCT WISE PERFORMANCE

The Company sold Lighting Luminaries and Ballasts valued at approx. Rs 1680.75 lacs in the year 2013-14 as compared to Lighting Luminaries and Ballasts valued at approx. Rs 1952.95 lacs in the year 2012-13.

OUTLOOK

The Company is now focusing on Lighting Electronics Business and is expecting good growth.

RISKS & CONCERNS

The Company will again enter into OEM Business wherein its survival becomes dependent on others. To mitigate this risk, the Company is planning to add more customers and also develop export market for its products.

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 3 non-executive Directors and one Executive Director is in place to further strengthen the internal controls. The Audit Committee is meeting 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 2013-14 were Rs.1680.75 lacs as against Rs.1952.95 lacs for the previous year.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES, INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

The Company has been passing through difficult times as mentioned above. In order to streamline and improve the efficiency of the Human resource, a process of restructuring of organization set ups as well as needs and assessment of responsibilities and accountability, has been taken up. As on June 30, 2014 the company had 215 employees. The Company's industrial relations were cordial in last year.

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

The Company is being managed and controlled by a professional Board of Directors. More than 50% of the Directors of the Board are Independent / Non Executive Directors. The members of the Board are all experienced professionals in their respective areas. The Board has constituted Audit Committee, Share Transfer and Shareholders Investor Grievance Committee to look in to relevant aspects of each area & their meetings are held at regular intervals.

2. BOARD OF DIRECTORS

As on March 31, 2014, the Board comprises of five directors, which include one executive director and four non-executive directors. Participation of non-executive directors has been active.

The Board met four times during the period April 2013 to March 2014 with a clearly defined agenda circulated well in advance of each meeting. All relevant information as required under Clause 49 of the Stock Exchange Listing Agreement was placed before the Board from time to time. The date on which meetings were held are as follows:

30th May 2013, 13th August 2013, 14th November 2013, and 13th February, 2014.

The Composition of the Board of Directors as on March 31, 2014 with their attendance at the Board Meetings held during the year 2013-14 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 cum Managing Director)	Executive Promoter (Interested)	4	Yes	1	Nil	Nil
Sh. Aijaz Ghaffar	Non Executive	3	Yes	Nil	Nil	Nil
Sh. S.K. Bhattacharya	Non Executive (Independent)	4	Yes	1	1	Nil
Sh. Hamidulla Khan	Non Executive (Independent)	1	No	2	Nil	Nil
Sh. Bharat Bhushan Jain	Non Executive (Independent)	4	No	1	Nil	Nil

3. AUDIT COMMITTEE

(a) The Audit Committee comprises of three non-executive directors and one executive director and the Chairman of the committee is elected from amongst its members who is an independent director.

Four meetings of the Audit Committee were held during the year on 30th May 2013, 13th August 2013, 14th November 2013 and 13th February 2014, 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
Sh. S.K. Bhattacharya	Chairman	Non-Executive Independent Director	4
Sh. Hamidulla Khan	Member	Non-Executive Independent Director	1
Sh. Bharat Bhushan Jain	Member	Non-Executive Independent Director	4
Sh. S.K. Malik	Member	Executive Promoter Director	4

(b) Terms of reference: The terms of reference of Audit Committee covers the areas mentioned under Clause 49 of the Listing Agreement and the Companies Act, 1956.

4. SHARE TRANSFER AND SHAREHOLDERS' GRIEVANCE COMMITTEE

(i) The share transfer and shareholders' grievance committee looks into shareholders' and investors' grievances.

Mr. S.K. Bhattacharya, Non-Executive Independent Director is the Chairman of the Committee. The Board has designated Mr. Anil Vaish, Manager (Legal & Sec.) as the Compliance Officer.

(ii) During the year ended March 31, 2014, the Company/RTA received Two complaint, which has been completely resolved to the satisfaction of Shareholder. As at March 31, 2014, there is no pending complaint of any Shareholder.

5. REMUNERATION COMMITTEE

The Remuneration Committee deals with all elements of remuneration of whole time director(s). This Committee meets as and when required.

6. CODE OF CONDUCT

It is hereby declared and confirmed that all Board Members and Senior Management of the Company have complied with the Code of Conduct for the period from 1st April 2013 to 31st March 2014. The Chairman & Managing Director of the Company has given the Certificate as below as per requirements of Clause 49 of the Listing Agreement:

I hereby confirm that the Company have obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of the Financial Year 2013-2014.

PLACE: NEW DELHI

DATED: 13.08.2014

S. K. Malik
Chairman & Managing Director

7. GENERAL BODY MEETING

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

FINANCIAL YEAR	LOCATION	DATE	TIME
2010-2011	17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030	30.09.2011	9.00 A.M..
2011-2012	17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030	29.09.2012	9.00 A.M.
2012-2013	17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030	30.09.2013	9.00 A.M.

(b) Whether any Special Resolution was put through postal ballot last year.
-No-

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

8. DISCLOSURES

(a) Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large.

- As per Point no. 32 of Notes on Accounts to Balance Sheet

(b) Details of non-compliance by the company, penalties, and strictures imposed on the company by stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

-Nil-

9. MEANS OF COMMUNICATION

The Company's quarterly / Half yearly (Un-audited with limited review) and Yearly (Un-audited / Audited) results in the format prescribed by the Stock Exchanges are approved and taken on record by the Board within the prescribed time frame and sent immediately to all Stock Exchanges on which the Company's shares are Listed. These results are published in Regional (Millenium Darpan) and National – English (Millennium Post) newspapers.

10. GENERAL SHAREHOLDER INFORMATION

- | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| 1 Annual General Meeting
Day, Date and Time
Venue | : Tuesday, 30 th September, 2014 at 9.00 A.M.
17/2 B, Forest Lane, U.G. Tank Road,
Village Ghitorni, New Delhi-110030 |
| 2 Financial Calendar (Tentative)
1 st Quarter (1 st April to 30 th June)
2 nd Quarter (1 st July to 30 th September)
(Half yearly review)
3 rd Quarter (1 st October to 31 st December)
4 th Quarter (1 st January to 31 st March) (Audited) | : By 2nd week of August, 2014

By 2nd week of November, 2014
By 2nd week of February, 2015
By 30th May, 2015 |
| 3 Book Closure | From 27 th September, 2014 to 30 th September, 2014 |
| 4 Dividend Payment Date | Not applicable |
| 5 Listing on Stock Exchanges | Bombay Stock Exchange Limited
Listing Fee for the year 2014-15 has been paid to The
Bombay Stock Exchange Limited |
| 6 Stock Codes | Physical Segment BSE 517236
DEMAT ISIN Number
in NSDL/CDSL INE216C01010 |

7 Stock Market Data:

Monthly high and low quotations of shares on Bombay Stock Exchange Limited (BSE) are as under:

<i>Month</i>	<i>High (in Rs.)</i>	<i>Low (in Rs.)</i>
April, 2013	5.04	5.04
May, 2013	5.04	5.04
June, 2013	4.80	4.58
July, 2013	4.58	4.58
August, 2013	4.60	4.38
September, 2013	5.14	4.59
October, 2013	5.01	4.95
November, 2013	4.99	4.99
December, 2013	4.99	4.99
January, 2014	4.97	4.97
February, 2014	4.97	4.97
March, 2014	4.94	4.94

- | | |
|--------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 8 Registrar and Share Transfer Agents
(For Physical as well as for Demat Segment) | Abhipra Capital Limited, Ground Floor,
Abhipra Complex, Dilkhush Industrial Aera,
A-387, G.T. Karnal Road, Azadpur, Delhi-110033.
Tel.: 011-23414629, Telefax : 011-23414503
E-mail : info@abhipra.com |
| 9 Share Transfer System | Transfer of shares has been delegated by the Board
to Share Transfer Committee. The Company has
appointed Registrars and share transfer agent to
facilitate speedy service to the shareholders. Shares
sent for the Registrar and Share Transfer Agents
register transfers within 15 days of receipt of the
documents, if found in order. Shares under objection |

are returned within two weeks. All requests for dematerialisation of shares are processed and confirmation is given to the respective depositories, i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL), within 15 days.

10 DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2014

Shares holding of nominal value of Rs.	No. of Shareholders	% age of Shareholders	Amount of shares held (In Rs.)	%age of shareholding
Upto – 2500	3333	70.20	4059980	12.49
2501 – 5000	830	17.48	3237740	9.96
5001 – 10000	306	6.45	2631340	8.10
10001 – 20000	148	3.12	2364620	7.28
20001 – 30000	54	1.14	1378410	4.24
30001 – 40000	17	0.36	616240	1.90
40001 – 50000	22	0.46	1060180	3.26
50001 – 100000	23	0.48	1600190	4.92
100001 – & above	15	0.31	15551300	47.85
TOTAL	4748	100.00	32500000	100.00
Physical Mode	2658	55.98	6030040	18.55
Electronic Mode	2090	44.02	26458960	81.85
TOTAL	4748	100.00	32500000	100.00

11 The Shareholding pattern as on March 31, 2014 as follows:

Shares held by	No. of Shares	%age of Shareholding
Promoters/Directors/Relatives of Directors	1302388	40.07
Financial Institutions	—	—
Banks and Mutual Funds	8000	0.25
Foreign holdings (FIIs, NRIs, OCBs)	1728	0.05
Bodies Corporate	113819	3.50
General Public	1824065	56.13
	3250000	100.00

12 Plant Locations

: B-16, Site-C, Surajpur Industrial Area, Gautam Budh Nagar-201301 (U.P.)

13 Address for correspondence

a) For transfer of physical shares, request for dematerialisation of shares, change of mandate/address or any other query.

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

b) For any investor grievance

: Compliance Officer
Calcom Vision Limited
C-41, Defence Colony, New Delhi-110024
E-mail : corp.compliance@calcomindia.com

The Non-Executive Directors have not drawn any remuneration from the Company, except sitting fees for attending meetings of the Board and Committees.

The details of Remuneration paid to Executive Directors during the financial year ended March 31, 2014

-Nil-

CEO/CFO Certificate Under Clause 49(V) of the Listing Agreement (Corporate Governance Code)

- a. We certify to the Board that we have reviewed Financial Statements and Cash Flow Statement for the year 31.03.14 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 Rules.
- 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.
- (i) significant changes in internal control during the year;
 - (ii) 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
 - (iii) 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.

Place : New Delhi
Date : 29.05.2014

S.K. MALIK
Chairman & Managing Director

Rahul Meghwani
Manager (F&A)

COMPLIANCE CERTIFICATE PURSUANT TO SECTION 383A OF THE COMPANIES ACT, 1956

CIN : L92111DL1985PLC021095
Authorised Capital : Rs.8,00,00,000/-
Paid-up Capital : Rs.3,25,00,000/-

To,
The Members,
M/s Calcom Vision Limited
C-41, Defence Colony,
New Delhi – 110 024

I have examined the registers, records, books and papers of **M/s Calcom Vision Limited** as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2014**. In my Opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this Certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this Certificate with the Registrar of Companies, NCT of Delhi & Haryana.
3. The Company being a public limited Company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met 4 times on 30-May-2013, 13-August-2013, 14-November-2013 and 13-February-2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members during the financial year.

6. The Annual General meeting for the financial year ended on 31-03-2013 was held on 30-9-2013 after giving due notice to the Members of the Company and the Resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extraordinary General meeting(s) was held during the financial year.
8. The company has not advanced any Loan to its Directors or persons or firms or companies, referred to under section 295 of the Act.
9. The Company has duly complied with the provisions of Section 297 of the Act.
10. The Company has made necessary entries in the Register maintained Under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The company has issued duplicate share certificates during the financial year.
13. The Company has:
 - (i) made transfer or transmission of Equity Shares in accordance with the provisions of the Companies Act, during the financial year.
 - (ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - (iii) not posted warrants to any member of the company as no dividend was declared during the financial year.
 - (iv) no amounts unpaid in dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years and hence transferring of the same to the Investor Education and Protection Fund does not arise.
 - (v) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The company has appointed Whole Time Director / Managing Director during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The company was not required to obtain any approval from Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms / companies and that is duly recorded in the register kept for that purpose.
19. The company has not issued any Equity shares during the relevant financial year. However no preference shares, debentures or other securities were issued during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. The Company was not required to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year.
23. The Company has not taken deposits under provisions of Section 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 / the applicable directions issued by the Reserve Bank of India / any other authority during the financial year.
24. The Company has not made any borrowings during the financial year and does not attract the provisions of section 293(1) (d) of the Act.
25. The company has not made any loans and advances or given guarantees or provided securities to other bodies corporate under Section 372 A of the Act during the financial year.
26. The Company has not altered the provisions of Memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. There was no prosecution initiated against or show-cause notices received by the company and no fines or penalties or any other punishment imposed on the company during the financial, for the offences under Act.
32. The Company has not received any money as security from its employees during the Financial Year.
33. The Company has deposited both the employer and employee contribution towards Provident Fund during the financial year in accordance with the provisions of Section 418 of the Provident Fund Act.

**FOR SANDEEP KANSAL & ASSOCIATES
COMPANY SECRETARY**

**Place: New Delhi
Date: 31-07-2014**

**SANDEEP KANSAL
(Prop.)
C.P.NO. 3472**

ANNEXURE A

Registers maintained by the Company.

1. Register of Members u/s 150 of the Companies Act, 1956.
2. Registers and Returns u/s 163 of the Companies Act, 1956.
3. Minutes Book of Board meeting u/s 193 of the Companies Act, 1956.
4. Minutes Book of AGM and EGM u/s 193 of the Companies Act, 1956.
5. Book of Accounts u/s 209 of the Companies Act, 1956.
6. Register of Contracts, firms or Companies in which Director is interested u/s 301 of the Companies Act, 1956.
7. Register of Directors u/s 303 of the Companies Act, 1956.
8. Register of Directors Shareholding u/s 307 of Companies Act, 1956.
9. Register of Charges u/s 143 of the Companies Act, 1956.
10. Register of Share transfer.

ANNEXURE B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2014.

S. No.	Form No / Return	Filed under Section	For	Date of Filing	Whether filed within the prescribed time Yes / No	If Delay in Filing, whether Requisite Additional fee paid Yes / No
1.	Form 23C	233B(2)	2012-13	15/06/2013	No	Yes
2.	Form 23C	233B(2)	2013-14	27/06/2013	Yes	No
3.	Form I-XBRL		2012-13	27/09/2013	Yes	No
4.	Form 17	138	Satisfaction of Charge	30/09/2013	Yes	No
5.	Form 17	138	Satisfaction of Charge	01/10/2013	Yes	No
6.	Form 66	383A	Compliance Certificate	10-10-2013	Yes	No
7.	Form 23	192	Re-appointment of Managing Director	16/10/2013	Yes	No
8.	Form 17	138	Satisfaction of Charge	16/10/2013	Yes	No
9.	Form 17	138	Satisfaction of Charge	16/10/2013	Yes	No
10.	Form 17	138	Satisfaction of Charge	18/10/2013	Yes	No
11.	Form 25C	269(2)	Appointment of Managing Director	18/10/2014	Yes	No
12.	Form 23AC & ACA XBRL	220	Balance Sheet as on 31-03-2011	30-10-2013	Yes	No
13.	Form 20B	159	Annual Return	23-11-2013	Yes	No
14.	Form 17	138	Satisfaction of Charge	26/12/2013	Yes	No
15.	Form 17	138	Satisfaction of Charge	26/12/2013	Yes	No
16.	Form 17	138	Satisfaction of Charge	26/12/2013	Yes	No
17.	Form 17	138	Satisfaction of Charge	26/12/2013	Yes	No

Compliance Certificate from Auditors of the Company

To,
The Members of Calcom Vision Limited

We have examined the compliance of conditions of corporate governance by Calcom Vision Limited, for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the 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 in Clause 49 of the above-mentioned Listing Agreement.

We state that no investor grievance(s) is/are pending for a period exceeding one month against the company as per the records maintained by the company.

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

For SHANTI PRASHAD & COMPANY
CHARTERED ACCOUNTANTS
(ASHISH KUMAR AGGARWAL)
PARTNER

PLACE: DELHI
DATED: 13.08.2014

Membership No. 522443/FRN No.019923N

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF CALCOM VISION LIMITED****Report on Financial Statements**

We have audited the accompanying financial statements of Calcom Vision Limited, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatements of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and **subject to Emphasis of Matter Paragraph**, give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) In case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In case of the Statement of Profit and Loss, of the loss for the year ended on that date;
- (c) In case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

- (a) We draw attention to Note No. 2 of the financial statements, regarding revision of financial statements dated 29-05-14 pursuant to BIFR order dated 08.07.2014 which, in our opinion, has no material impact on profitability of the company except disclosure in Note No. 6 'Long-Term Borrowings' regarding Conversion of the amount of unsecured loans taken over by the Promoters and the Strategic Investor from secured creditors / their assignees, into Unsecured Zero Coupon Convertible Bonds.
- (b) We draw attention to Note No. 16, regarding management opinion that Sundry Debtors outstanding for a period of more than six months, considered good amounting to Rs. 28.15 Lacs are fully recoverable and hence no provision is made there against.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we give in Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) in our opinion proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books;
 - (c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in arrangement with the books of accounts;
 - (d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in Sub-section (3C) of section 211 of the Companies Act, 1956;
 - (e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the director is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act 1956 nor has it issued any Rules under the said section, prescribing the manner in which cess is to be paid, no cess is due and payable by the Company.

For Shanti Prashad & Company
Chartered Accountants

Ashish Kumar Aggarwal
(Partner)

Mem No.522443/FRN No. 019923N

Place: New Delhi
Date: 16.08.2014

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE

- (i) (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 fixed assets have been physically verified by the management during the year and we are informed that no material discrepancies were noticed on such verification.
- (c) The company has not sold/ disposed off any substantial part of its fixed Assets during the year which has an impact on the going concern of the Entity.
- (ii) (a) The Inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining the records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records, which were not material, have been properly dealt with in the books of account.
- (iii) (a) The company has not granted any secured or unsecured loans to companies, firms or other parties covered in the registers maintained under Section 301 of the Companies Act, 1956 so clause iii(a), (b),(c) & (d) of the Companies (Auditor Report) Order 2003 (as amended) are not applicable. The company has not granted any secured or unsecured loans to companies, firms or other parties covered in the registers maintained under Section 301 of the Companies Act, 1956.
- (b) The company has taken fresh unsecured loans of Rs. 150,000/- from a person covered in the register maintained under section 301 of the Companies Act,
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that, the particulars of contract or arrangement referred to in section 301 of the Companies Act, 1956 have been entered in the register maintained under that section.
- (b) In our opinion and according to information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits from the public; hence provisions of Section 58A and 58AA of the Companies Act, 1956 and Companies (Acceptance of Deposit) Rules, 1975 with regard to the deposits accepted from the public are not applicable.
- (vii) As per the information and explanation received by us from the management we report that, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) The company has maintained cost records as prescribed by Central Government under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956.
- (ix) (a) According to the records of the Company, it is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employee's state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the records of the Company and the information and explanations given to us, the following are particular of dues on account of excise duty / sales tax that have not been deposited on account of any 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)
Central Sales Act.	CST	8.45	1997-98	Add.Comm. (Appeals)
Delhi Sales Tax Act	DST	17.42	1998-99	Add.Comm. (Appeals)
Central Sales Act.	CST	1.82	1998-99	Add.Comm. (Appeals)
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
Central Sales Tax Act	CST	0.20	2007-08	Dy. Comm. (Assessment) Gautam Budh Nagar
U.P Trade Tax Act	UPTT	4.44	2007-08	Dy. Comm. (Assessment) Gautam Budh Nagar
U.P. Trade Tax Act	UPTT	0.32	2008-09	Dy. Comm. (Assessment) Gautam Budh Nagar
U.P. Trade Tax Act	UPTT	0.24	2008-09	Dy. Comm. (Assessment) Gautam Budh Nagar

- (x) The accumulated losses at the end of the financial year are more than its net worth. The company has not incurred any cash losses during the current financial year covered by our audit as well as in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to banks.
- (xii) According to information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the Provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended), are not applicable to the company.
- (xv) As informed to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) In our opinion and according to the information and explanations given to us, the Company has not availed any fresh term loan from banks or financial institutions during the financial year covered by our audit so this clause is not applicable on the company.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investments. No long-term funds have been used to finance short-term assets.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the financial year covered by our audit.
- (xix) The Company has not issued any debentures.
- (xx) The Company has not raised any money by public issue during the financial year covered by our audit.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For Shanti Prashad & Company
Chartered Accountants**

**Ashish Kumar Aggarwal
(Partner)
Mem No.522443/FRN No. 019923N**

**Place: New Delhi
Date: 16.08.2014**

CALCOM VISION LIMITED
CIN - L92111DL1985PLC021095
BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at 31st March, 2014	As at 31st March, 2013
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	4	32,500,000	32,500,000
Reserves and Surplus	5	(213,164,817)	(212,556,989)
Non-Current Liabilities			
Long-Term Borrowings	6	218,804,158	218,804,158
Long-Term Provisions	7	3,900,852	3,515,546
Current Liabilities			
Short-Term Borrowings	8	1,678,547	1,501,642
Trade Payables	9	25,786,409	52,677,087
Other Current Liabilities	10	22,921,925	23,575,899
Short-Term Provisions	11	43,091	140,643
TOTAL		92,470,165	120,157,986
II. ASSETS			
Non-Current Assets			
Fixed Assets			
(i) Tangible Assets	12	28,345,883	33,700,235
(ii) Intangible Assets	13	748,284	1,016,667
Long-Term Loans and Advances	14	530,571	399,219
Current Assets			
Inventories	15	10,479,168	20,296,222
Trade Receivables	16	44,231,138	51,390,333
Cash and Bank Balances	17	2,547,084	3,883,012
Short-Term Loans and Advances	18	5,588,036	9,472,299
TOTAL		92,470,165	120,157,986

See accompanying notes to the financial statements

Auditors' Report

As per our report of even date attached

for **SHANTI PRASHAD & CO.**
CHARTERED ACCOUNTANTS

Ashish Kumar Aggarwal

Partner

Membership No. 522443/FRN No.019923N

For and on behalf of the Board

S.K. Malik

Chairman & Managing Director

DIN - 00085715

Aijaz Ghaffar

Director

DIN - 00153543

Place : New Delhi

Dated : 16-08-2014

Rahul Meghwani

Manager (F & A)

Anil Vaish

Compliance Officer

CALCOM VISION LIMITED
CIN - L92111DL1985PLC021095
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	Year Ended 31st March, 2014	Year Ended 31st March, 2013
I. Revenue from Operations	19	168,074,748	195,295,056
Less : Excise duty		17,347,381	21,149,021
II. Other Incomes	20	855,867	1,135,829
III. Total Revenue (I + II)		151,583,234	175,281,864
IV. Expenses:			
<u>Manufacturing Expenses</u>			
Cost of Materials Consumed	21	106,269,014	129,903,929
Work-in-Progress and Stock-in-Trade	22	2,536,854	4,125,563
Employee Benefit Expenses	23	23,570,300	23,236,552
Finance Costs	25	495,680	440,051
Depreciation and Amortization Expenses	12/13	6,411,185	6,535,275
Other Expenses	24	12,908,029	16,357,218
Total Expenses		152,191,062	180,598,587
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		(607,828)	(5,316,723)
VI. Exceptional Items		0	2,236,654
VII. Profit before Extraordinary Items and Tax (V - VI)		(607,828)	(3,080,069)
VIII. Extra Ordinary Items		0	0
IX. Profit before Tax (VII - VIII)		(607,828)	(3,080,069)
X. Tax Expense:			
(1) Current tax		0	0
(2) Deferred Tax		0	0
XI. Profit/ (Loss) for the period from Continuing Operations (IX - X)		(607,828)	(3,080,069)
XII. Profit/ (Loss) for the Period		(607,828)	(3,080,069)
XIII. Earnings Per Equity Share	26		
(1) Basic		(0.19)	(0.95)
(2) Diluted		(0.19)	(0.95)

See accompanying notes to the financial statements

Auditors' Report

As per our report of even date attached

for **SHANTI PRASHAD & CO.**
CHARTERED ACCOUNTANTS

Ashish Kumar Aggarwal

Partner

Membership No. 522443/FRN No.019923N

For and on behalf of the Board

S.K. Malik

Chairman & Managing Director

DIN - 00085715

Aijaz Ghaffar

Director

DIN - 00153543

Place : New Delhi

Dated : 16-08-2014

Rahul Meghwani

Manager (F & A)

Anil Vaish

Compliance Officer

CALCOM VISION LIMITED
CIN - L92111DL1985PLC021095
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2014

Particulars	2013-2014 (Rs.)	2012-2013 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extra-ordinary items	(607,828)	(3,080,069)
Adjustments for -		
Add: Depreciation	6,411,185	6,535,275
Interest & Financial Charges	495,680	440,051
Misc. Expenses Written Off	0	0
Provision for Gratuity & Leave Encashment	494,731	724,629
Operating profit before Working Capital Changes	6,793,768	4,619,886
Adjustments for -		
Add: Trade & Other Receivables	11,836,620	(9,392,897)
Inventories	9,817,054	949,871
Trade Payables	(27,367,747)	6,987,020
Provisions	(206,977)	(1,346,744)
Cash Generated from Operations	872,718	1,817,136
Less Interest Paid	(495,680)	(440,051)
Direct Taxes Paid	0	0
Cash Flow Before Extra-Ordinary Items	377,039	1,377,085
NET CASH FLOW FROM OPERATING ACTIVITIES	377,039	1,377,085
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase Of Fixed Assets	(788,451)	(518,556)
Sale Of Fixed Assets	0	0
NET CASH FLOW FROM INVESTING ACTIVITIES	(788,451)	(518,556)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Loans	0	(332,693)
Loan From Federal Bank	0	0
NET CASH FLOW FROM FINANCING ACTIVITIES	0	(332,693)
NET INCREASE IN CASH OR CASH EQUIVALENTS	(411,412)	525,836
I. CLOSING BALANCE OF CASH OR CASH EQUIVALENTS	2,547,086	2,958,498
II. OPENING BALANCE OF CASH OR CASH EQUIVALENTS	2,958,498	2,432,662
NET INCREASE IN CASH OR CASH EQUIVALENTS	(411,412)	525,836

For and on behalf of the Board

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

Aijaz Ghaffar
Director
DIN - 00153543

Place : New Delhi
Dated : 16-08-2014

Rahul Meghwani
Manager (F & A)

Anil Vaish
Compliance Officer

CALCOM VISION LIMITED
CIN - L92111DL1985PLC021095

Notes to Accounts to Financial Statements

1. Corporate information

Established in the year 1985, Calcom Vision Limited, an ISO 9001 certified company, having registered office in Delhi and Manufacturing unit at Surajpur Industrial Area (UP). 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, in accordance with the generally accepted accounting principles in India and to comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956 including the Rules framed there under.

Pusuant to BIFR order dated 08.07.2014, the financial Statements dated 29-05-2014 which were earlier adopted on that date have now been revised as per these financial statements.

Material Impact of Revision

As per the order dated 08-07-2014 of BIFR, the company has now converted the unsecured loans, amounting to Rs. 2188.04 lacs outstanding as on 31.03.2014 and shown as taken over by Strategic Investors/Promoters in the financial statements dated 29-05-14, into Unsecured Zero Coupon Convertible Bonds which are convertible into equity shares of the Company as per the terms of BIFR order dated 08.07.2014.

3. Significant Accounting Policies

(i) Revenue Recognition

All income and expenditure items having a material bearing on the financial statements are recognized on accrual basis.

(ii) Fixed Assets

Fixed Assets are stated at cost of acquisition (Net of Modvat) inclusive of expenses relating to acquisition.

(iii) Amortization and Depreciation

Depreciation on Fixed Assets is provided on straight line method at the rates prescribed in Schedule XIV of the Companies Act, 1956 as amended vide Notification No.GSR 756(E) dated 16.12.1993 issued by the Ministry of Law, Justice and Company Affairs, Department of Company Affairs.

(iv) Retirement Benefits

(a) Provision for gratuity is made as per the provision of payment of gratuity act, as calculated by the management.

(b) Liabilities in respect of encashment of accumulated leaves by the employees is estimated by the management and charged to Profit & Loss account.

(c) As ascertained by the Company, the premium pertaining to provision for superannuation fund has been paid to LIC & the amount appears in superannuation Fund account has no longer liability against the assets of the company.

(v) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized 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 Transactions

(a) Transactions denominated in foreign currency are initially recorded at the exchange rate prevailing at the time of transaction. Current Assets and Current liabilities denominated in Foreign Currency are converted into Indian rupees at the exchange rate prevailing at the close of the year.

(b) 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 fixed assets in which case they are adjusted to the carrying cost of such asset as per guidelines and AS-11 issued by Institute of Chartered Accountants of India.

(vii) Excise Duty

Excise Duty, Service Tax And VAT on inputs and services are carried forward till it is utilized. Further Excise duty is accounted for on the basis of both payment made in respect of goods cleared as also provision made for goods lying in bonded warehouse.

(viii) 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 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 Accounting Standard 22 "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.

(ix) Cash Flow Statement

Cash flows are made using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from Operating Activities, Financing Activities and Investing Activities are segregated.

(x) Impairment Of Assets

Fixed Assets 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.

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 AS-16 on Borrowing Costs issued by the ICAI. All other borrowing cost are charged to revenue in the period when they are incurred.

Earning Per Share

EPS 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 AS-20 issued by the ICAI.

Inventories

INVENTORIES	Basis of Valuation
Raw Material	At cost, based on first in first out method, or net realisable value which ever is lower.
Work in progress	At cost or net realisable value whichever is lower
Finished Goods	At cost or net realisable value whichever is lower

4. Share Capital

	31st March, 2014	31st March, 2013
Authorised Capital		
80,00,000 Equity Shares of Rs 10/- each (Previous year 80,00,000 Equity Shares of Rs.10/-each)	80,000,000	80,000,000
Issued, Subscribed and Paid up Capital		
32,50,000 Equity Shares of Rs10/- each fully paid up (Previous year 32,50,000 Equity Shares of Rs. 10/- each)	32,500,000	32,500,000
	32,500,000	32,500,000

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

	31st March, 2014		31st March, 2013	
	<u>No.</u>	<u>Amount</u>	<u>No.</u>	<u>Amount</u>
Equity shares at the beginning of the year	3,250,000	32,500,000	3,250,000	32,500,000
Equity shares at the end of the year	3,250,000	32,500,000	3,250,000	32,500,000

(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, 2014		31st March, 2013	
	<u>No.</u>	<u>%</u>	<u>No.</u>	<u>%</u>
-Equity shares of Rs. 10/- each				
Sushil Kumar Malik	742,405	23	742,405	23
Shashi Malik	300,400	9	300,400	9

5. Reserves and Surplus

(a) Capital Reserve

	31st March, 2014		31st March, 2013	
As per last Balance Sheet	36,000		36,000	
Addition during the year	0	36,000	0	36,000

(b) Securities Premium

As per last Balance Sheet	2,579,200		2,579,200	
Addition during the year	0	2,579,200	0	2,579,200

(c) Balance in the Statement of Profit & Loss

As per last Balance Sheet	(215,172,189)		(212,092,120)	
Addition during the year	(607,828)	(215,780,017)	(3,080,069)	(215,172,189)
		<u>(213,164,817)</u>		<u>(212,556,989)</u>

6. Long-Term Borrowings

Unsecured zero coupon convertible Bonds

	31st March, 2014		31st March, 2013	
- Issued to Strategic Investors / Promoters*		218,804,158		218,804,158
		<u>218,804,158</u>		<u>218,804,158</u>

Note * : As per the terms of rehabilitation scheme sanctioned by the Hon'ble 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 have now been converted into Zero coupon convertible bonds which will later be converted into equity shares of the company as per the terms of BIFR order dated 08.07.2014.

The said Bonds are convertible into Equity Shares of the company at a price of Rs. 30/- per Equity Shares comprising of fully paid up face value of Rs. 10/- each and a security premium of Rs. 20/- per equity share.

7. Long-Term Provisions

	31st March, 2014		31st March, 2013	
Provision for Employee Benefits		3,900,852		3,551,546
		<u>3,900,852</u>		<u>3,551,546</u>

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	31st March, 2014	31st March, 2013
8. Short-Term Borrowings		
Loans Repayable On Demand		
- From Banks (Unsecured)	1,678,547	1,501,642
	<u>1,678,547</u>	<u>1,501,642</u>
9. Trade Payables	31st March, 2014	31st March, 2013
Trade Creditors	25,786,409	52,677,087
	<u>25,786,409</u>	<u>52,677,087</u>
* As per Management perception, All the Trade Payables are expected to be settled in next year. Hence no Trade Payable is classified as Non Current.		
10. Other Current Liabilities	31st March, 2014	31st March, 2013
Advance from Customer	14,231,959	14,931,959
Other Liabilities	8,689,966	8,643,940
	<u>22,921,925</u>	<u>23,575,899</u>
11. Short-Term Provisions	31st March, 2014	31st March, 2013
Provision for Excise duty on Closing Stock	43,091	140,643
	<u>43,091</u>	<u>140,643</u>
14. Long-Term Loans and Advances	31st March, 2014	31st March, 2013
Unsecured but considered Good		
Security Deposits (Electricity)	530,571	399,219
	<u>530,571</u>	<u>399,219</u>
15. Inventories		
Raw Materials	8,152,250	15,975,720
Goods In transit of Raw Material	1,671,944	1,128,673
Work-in-Progress	253,790	1,913,296
Finished Goods	401,184	1,278,532
	<u>10,479,168</u>	<u>20,296,222</u>
16. Trade Receivables	31st March, 2014	31st March, 2013
Unsecured, Considered Good		
- Outstanding for a period exceeding six months	2,815,055	2,875,687
- Others	41,416,083	48,514,646
	<u>44,231,138</u>	<u>51,390,333</u>
The above amount includes:-		
Due from Related Parties	14,452,451	13,957,797

* As per management perception, Sundry debtors exceeding 6 months are fully recoverable hence, no provision is made there against.

17. Cash and Bank Balances	31st March, 2014	31st March, 2013
Cash and Cash Equivalents		
Balance with Banks in current Accounts	2,354,833	2,869,248
Cash in Hand	192,252	89,250
Cash and Bank Balance (Other Than above)		
Balance with Banks in deposit (Margin Money)*	0	924,514
	2,547,084	3,883,012

* Deposits in Bank classified as non cash equivalents are those whose maturity period is more than 03 Months.

18. Short term Loans and Advances	31st March, 2014	31st March, 2013
Unsecured but considered Good		
Advance recoverable in Cash or in kind	4,662,947	8,495,016
Employee Advance	335,327	292,892
Balance with Excise and Customs	(6,486)	16,387
Balance with Sales Tax	62,131	106,887
Security Deposits	534,117	561,117
	5,588,036	9,472,299

19. Revenue From Operations	31st March, 2014	31st March, 2013
Sale of Products		
- Manufactured Products	162,541,035	189,797,356
- Traded Goods	0	0
	162,541,035	189,797,356
Other Operating Revenues (Job Work)	5,533,713	5,497,700
	168,074,748	195,295,056

The above amount include Sale of:

Manufactured Products (Broad Heads)

Ballast/Luminaries	126,438,552	174,699,733
Others	36,102,483	15,097,623

20. Other Incomes	31st March, 2014	31st March, 2013
Interest Income	40,190	124,370
Other Non-Operating Income	815,677	1,011,459
	855,867	1,135,829

21. Cost of material Consumed	31st March, 2014	31st March, 2013
Opening Stock of Raw Material	15,975,720	13,709,238
Add : Purchases During the Year	98,445,545	132,170,411
Less : Closing Stock of Raw material	8,152,250	15,975,720
	106,269,014	129,903,929

The above amount include purchase of :

PCB	3,851,369	6,061,589
Transformer	160,050	206,326
Pipes	6,994,104	6,704,120
Lamp Holder	3,717,784	2,071,976
Transistor	12,424,031	13,867,908
Others	79,121,676	100,992,009

22. Change in Inventories	31st March, 2014	31st March, 2013
Opening Stock		
-WIP	1,913,296	1,804,759
-Stock-in-Trade	0	0
-Finished Goods	<u>1,278,532</u>	<u>5,512,632</u>
	3,191,828	7,317,391
Closing Stock		
-WIP	253,790	1,913,296
-Stock-in-Trade	0	0
-Finished Goods	<u>401,184</u>	<u>1,278,532</u>
	654,974	3,191,828
Change in Inventory	<u>2,536,854</u>	<u>4,125,563</u>
The above include:		
Change in inventory of WIP		
Ballast/Luminaries	360,782	(886,440)
Others	1,298,724	777,903
Change in inventory of Finished Goods		
Ballast/Luminaries	835,768	3,649,166
Others	41,580	584,934
23. Employee Benefit Expenses	31st March, 2014	31st March, 2013
Salaries and Wages	11,391,876	11,907,355
Staff Welfare Expenses	784,893	973,869
Wages and Salaries	<u>11,393,531</u>	<u>10,355,328</u>
	23,570,300	23,236,552
24. Other Expenses		
Job Works Charges	0	179,900
Power and Fuel	4,125,129	4,369,896
Difference of Excise duty on opening/ closing stock	(97,552)	(465,766)
Rent on Machinery	1,500,000	2,130,900
Repairs and Maintenance		
(i) Plant and Machinery	367,425	423,352
(ii) Building	490,475	638,193
(iii) Generator	35,870	10,410
Advertisement & Sales Promotion	335,103	455,188
AGM Expenses	47,338	53,600
Auditors Expenses	84,270	60,000
Bus Hire Charges	1,742,990	2,217,999
Charity/Donations	10,000	10,000
Directors Meeting Expenses	110,000	95,000
Factory Security Charges	838,611	681,942
Freight & Forwarding	1,290	1,200
Insurance	151,955	75,594
Interest on Taxes	67,644	2,028
Legal & Professional Charges	707,131	1,918,041
Membership & Subscription Fees	42,000	11,790
Printing, Stationery & Communication Expenses	379,111	578,905
R & D Expenditure	44,336	87,464
Rent Paid	300,000	300,000
Rates and Taxes	80,612	118,639
Sevice Charges	6,200	1,200

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Taxi Hire Charges	402,994	1,012,500
Travelling and Conveyance	819,012	967,461
Other Expenses	316,085	421,782
	12,908,029	16,357,218

25. Finance Costs	31st March, 2014	31st March, 2013
Bank Charges	22,717	54,525
Discounting Charges	287,534	234,691
Interest & Financial Expenses	185,429	150,835
	495,680	440,051

26. Earning Per Share including exceptional & extraordinary Items

Profit/(Loss) including exceptional and extraordinary items	(607,828)	(3,080,069)
Weighted Average No. of Shares	3,250,000	3,250,000
Basic/ Diluted EPS Including exceptional & extraordinary items	(0.19)	(0.95)
Earning Per Share excluding exceptional & extraordinary Items		
Profit/(Loss) excluding exceptional and extraordinary items	(607,828)	(5,316,723)
Weighted Average No. of Shares	3,250,000	3,250,000
Basic/ Diluted EPS excluding exceptional & extraordinary items	(0.19)	(1.64)

27. Contingent Liabilities & Commitments	31st March, 2014	31st March, 2013
Contingent liabilities		
Claims against company not acknowledged as debt		
-Guarantees	0	0
-Disputed excise duty demand	0	0
-Sales Tax (in Lacs)	95.05	106.00
Commitments		
-Estimated amount of contracts remaining to be executed on capital account	NIL	NIL
-Estimated amount of contracts remaining to be executed on Revenue account (in Lacs)	8.67	24.54

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

29. Small Scale Industries in respect of which amount of outstanding for more than 30 days, in excess of Rs. 1 Lac are Nil.

30. 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 unpaid as at the year and together with the interest payable as required under the said Act cannot be disclosed.

31. 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 Accounting standard-17 on "Segment Reporting" issued by Institute of Chartered Accountants of India.

32. In compliance of Accounting Standard-18 "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>ASSOCIATES</u>	<u>KEY MANAGEMENT PERSONNEL</u>	<u>RELATIVES OF KEY MANAGEMENT PERSONNEL</u>
Calcom Electronics Ltd. S.K Malik (HUF)	Mr S.K Malik	Mrs.Shashi Malik Mr. Abhishek Malik
Calcom Institute Of Management (Non Profit Edu. Trust)		

(B) Transactions with related parties

ITEM	ASSOCIATES	KEY MANAGEMENT PERSONNEL	RELATIVES OF KEY MGMT. PERSONNEL	TOTAL
Sale of goods	18,274,658	0	0	18,274,658
(net of captive consumption)	145,901,961			145,901,961
Purchase of goods	4,750,820	0	0	4,750,820
(net of captive consumption)	98,445,545			98,445,545
Amount Receivable	14,452,451	0	0	14,452,451
Amount reimbursement for trainee	2,311,017	0	0	2,311,017
Salary & other benefits	0	0	297,500	297,500
Vehicle Hire Charges & Rent	300,000	0	360,000	660,000
Job Work Charges Received	5,533,713	0	0	5,533,713

33. 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 Accounting Standard -22 on "Accounting for Taxes on Income " issued by the Institute Of Chartered Accountant of India.

34. 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.

35. Auditors Remuneration is as follows :

	Amount in Rs. <u>2013-14</u>	Amount in Rs. <u>2012-13</u>
a) Statutory Audit Fees	60,000	50,000
b) Tax Audit Fees	15,000	10,000

36. All the leases are cancellable operating leases at the option of the owner. The company has taken offices on lease renewal on annual basis. The lease expense recognised in P & L A/c on such lease is Rs. 3,00,000/-. Also the company has lease out its building on lease renewal on annual basis. The lease income recognised in P & L A/c is Rs. 602,000/-

Calcom

37. Value of Imports calculated on CIF basis	31st March, 2014		31st March, 2013	
during Financial Year				
- Raw Materials	29,031,211		29,350,946	
	31st March, 2014		31st March, 2013	
38. Total value of Imported Raw Material, Spare Parts and components consumed during the financial year and the percentage of each to the total consumption				
	<u>Import</u>	<u>% to Total</u>	<u>Import</u>	<u>% to Total</u>
- Raw Materials	29,031,211	27	52,412,332	40
- Value of Indegenous Material	77,237,803	73	77,491,597	60
TOTAL	<u>106,269,014</u>	<u>100</u>	<u>129,903,929</u>	<u>100</u>

Auditors' Report

As per our report of even date attached

for **SHANTI PRASHAD & CO.**
CHARTERED ACCOUNTANTS**For and on behalf of the Board****Ashish Kumar Aggarwal**

Partner

Membership No. 522443/FRN No.019923N

S.K. Malik

Chairman & Managing Director

DIN - 00085715

Aijaz Ghaffar

Director

DIN - 00153543

Place : New Delhi**Dated** : 16-08-2014**Rahul Meghwani**

Manager (F & A)

Anil Vaish

Compliance Officer

NOTE # 12

Calceen Vision Limited
Tangible Assets as on 31st March-14

S.NO	PARTICULARS	GROSS BLOCK			DEPRECIATION BLOCK				IMPAIRMENT		NET BLOCK	
		COST AS ON 01.04.2013	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.14	UPTO 01.04.2013	FOR THE YEAR	ADDITION ON	ADJUSTMENT	UPTO 01.04.2013	UPTO 31.03.14	NET CARRYING AMOUNT AS ON 31.03.2014
1	Land	2,426,927			2,426,927	437,296					1,989,631	1,989,631
2	Buildings	32,266,615			32,266,615	20,635,618	1,077,705		764,742	764,742	9,488,558	11,743,960
3	Plant & Equipment	86,385,014	31,694		86,416,708	74,162,373	4,103,368	45		78,265,707	8,151,801	15,339,253
4	Electrical Installation	7,709,039			7,709,039	6,004,362	366,179			6,378,541	1,338,498	2,270,857
5	Furniture & Fixtures	2,748,388			2,748,388	2,681,039				2,681,039	67,869	230,525
6	Vehicle	767,433			767,433	728,797				728,797	38,376	38,376
7	Office Equipment	2,598,745	478,433		2,777,178	1,714,088	123,440	6,370		1,843,908	933,278	1,209,086
8	Others (MACULDS)	85,617,080	275,480		85,892,400	80,638,779	109,418	13,902		80,762,899	4,996,849	4,313,387
9	Computer	19,796,591	62,975		19,849,476	18,463,540	93,723	8,782		18,566,845	1,283,431	1,275,925
	TOTAL	248,305,081	548,562		248,853,643	205,665,853	5,873,753	29,380		211,568,706	28,345,883	39,219,010
	Previous Year	237,897,060	1,929,466		239,796,526	193,802,465	5,816,924	18,435		199,637,522	39,219,010	43,115,982

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

NOTE # 13

Intangible Assets as on 31st March-14

S.NO	PARTICULARS	GROSS BLOCK			AMORTIZATION BLOCK				IMPAIRMENT		NET BLOCK	
		COST AS ON 01.04.2013	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.14	UPTO 01.04.2013	FOR THE YEAR	ADDITION ON	ADJUSTMENT	UPTO 01.04.2013	UPTO 31.03.14	NET CARRYING AMOUNT AS ON 31.03.2014
1	Recipes, Formulas, Models, Designs and Prototypes	1,525,000	239,949		1,525,000	508,393	508,392			1,016,605	508,335	1,323,611
2	Designing Software	1,525,000	239,949		1,764,949	908,333	908,332			1,856,615	239,949	1,323,611
	TOTAL	1,525,000	239,949		1,764,949	908,333	908,332	1,389		1,856,615	748,284	1,323,611
	Previous Year		1,525,000		1,525,000			1,389			1,523,611	

AUDITORS CERTIFICATE

We have verified the above cash flow statement of Calcom Vision Ltd. derived from the audited annual financial statement for the year ended March 31, 2014 and found the same to be drawn in accordance therewith and also with the requirements of Clause 32 of the listing agreement with Stock Exchanges .

**For SHANTI PRASHAD & COMPANY
CHARTERED ACCOUNTANTS**

**PLACE: DELHI
DATED: 16.08.2014**

**(ASHISH KUMAR AGGARWAL)
PARTNER**
Membership No. 522443/FRN No.019923N

Calcom Vision Limited

CIN: L92111DL1985PLC021095
 Registered Office: C-41, Defence Colony, New Delhi-110024
 Website: www.calcomindia.com, Email: corp.compliance@calcomindia.com

ATTENDANCE SLIP

I hereby record my presence at the TWENTY NINTH ANNUAL GENERAL MEETING of the Company at 17/2B, Forest Lane, U.G. Tank Road, Village Ghitorni, New Delhi-110030 at 9.00 A.M on Tuesday, the 30th September, 2014.

.....
 Full Name of the Member (in Block letters) No. of shares held Signature

Folio No...../DP ID No.*.....&Client ID No.*.....
 *Applicable for members holding shares in electronic form

.....
 Full name of Shareholder/Proxy
 (in block letters)

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.



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]

CIN	L92111DL1985PLC021095
Name of the Company	CALCOM VISION LIMITED
Registered Office	C-41, DEFENCE COLONY, NEW DELHI-110024
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;
 (1) 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 29th Annual General meeting of the Company, to be held on Tuesday, 30th day of September, 2014 at 9.00 a.m. at 17/2 B, 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 31st March, 2014 together with reports of the Auditors and Board of Directors thereon.
2	Appointment of Mr.AijazGhaffar, who retires by rotation.
3	Appointment of M/s. Shanti Prashad& Co., Chartered Accountants, as Statutory Auditors. .
Special Business	
4	Fixation of remuneration of M/s N.N. Sharma & Associates, Cost Auditors
5	Appointment of Mr. Ajay Kumar Singhal as an Director .
6	Appointment of Mr. Sunil Kumar Bhattacharya as an Independent Director for a period of 5 years.
7	Appointment of Mr. Hamidulla Kabir Khan as an Independent Director for a period of 5 years.
8	Appointment of Mr. Bharat Bhushan Jain as an Independent Director for a period of 5 years.

Signed this _____ day of _____ 2014.

Signature of the Member: _____ Signature of Proxy holder: _____

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

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

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME – **Calcom Vision Limited**" from the drop down menu and click on "SUBMIT".
- (iv) Now, enter your User ID as given overleaf in the box.
- (v) 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. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:
*Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the Member ID / Folio Number in the Bank details field.
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **Calcom Vision Limited** to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

General Instructions:

- (A) The e-voting period commences on 25th September, 2014 (9.30 a.m.) and ends on 26th September, 2014 (6.00 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 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 29th August, 2014.
- (D) Mr. Sandeep Kansal, Company Secretary (Member ship No.014132) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.calcomindia.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

