

To
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Fort, Mumbai -400 001

08.09.2023

Dear Sir/Madam,

Sub: Notice of 38th Annual General Meeting and intimation of record date

Pursuant to the provisions of Regulations 30, 42, 44 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please take note of the following:

1. Please find enclosed herewith a copy of the Notice convening 38th Annual General Meeting (AGM) of the Company scheduled to be held on Saturday, September 30, 2023, at 12:30 P.M. through Video conferencing (VC)/ Other Audiovisual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members, facility to exercise their right to vote at the 38th AGM by electronic means and the business mentioned in the AGM Notice may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
3. The Company has fixed September 23, 2023 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically during September 27, 2023 (09:00 A.M.) to September 29, 2023 (5:00 P.M.), and also during AGM in respect of businesses to be transacted at the aforesaid AGM.

Submitted for your kind reference and records.

Thanking You,

Yours Faithfully,
For Calcom Vision Limited

Aayushi Jindal
Company Secretary & Compliance Officer
Enclosed: A/a



NOTICE OF ANNUAL GENERAL MEETING

Calcom[®]

EXECUTING EXCELLENCE SINCE 1976



Notice Of Annual General Meeting

Notice is hereby given that the **38th ANNUAL GENERAL MEETING** of the members of CALCOM VISION LIMITED will be held as per below mentioned schedule:

Day: Saturday

Date: September 30, 2023

Time: 12:30 P.M.

Through two-way Video Conferencing ("VC") or Other Audio - Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

- 1.To receive, consider and adopt the audited Balance Sheet as on March 31, 2023, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with reports of the Directors and Auditors thereon.
- 2.To appoint Mr. Sushil Kumar Malik (DIN: 00085715), who retires by rotation and being eligible offers himself for re-appointment, as a Director.
- 3.To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for the Re-appointment of M/s Suresh Chandra & Associates (Firm Registration no. 001359N) Statutory Auditors of the Company.

"RESOLVED THAT pursuant to the provision of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Suresh Chandra & Associates, Chartered Accountants, Chartered Accountants (Firm Registration no. 001359N), be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting on such remuneration as may be mutually agreed between the Company and the said statutory auditors, and as may be further approved by the Board of Directors on the recommendations of the Audit Committee of the Board from time to time, with power to the Board of Directors, to alter and vary the terms and conditions of appointment, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

"RE SOLVED FURT HER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors, be and is hereby authorised to do all such acts, deeds, and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard.

Special Business:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution** for appointment of Mr. Akhauri Rajesh Sinha (DIN: 03566720) as a Non-Executive Vice Chairman of the Company

RESOLVED THAT pursuant to the provision of Section 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (hereinafter referred to as the 'Act') read with Schedule V of the Act (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company, be and is hereby accorded for appointment of Mr. Akhauri Rajesh Sinha (DIN: 03566720) as a Non-Executive Vice Chairman of the Company with effect from June 1, 2023 for a period of 2 years.

RESOLVED FURTHER THAT Mr. Sinha shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sinha shall be entitled to the following compensation for the first year of tenure i.e. from June 1, 2023 up to May 31, 2024:

- (a) Monthly compensation of Rs 4,00,000 per month,
- (b) Sitting fee for attending the meetings of the Board and / or Committees.
- (c) ESOPs as per ESOP Plan of the company as may be approved by the Nomination and Remuneration committee of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or related hereto."

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution for Ratification of Remuneration payable to Cost Auditors

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of Rs. 50,000/- plus applicable taxes and out of-pocket expenses with the cost audit, payable to **M/s Neeraj Sharma and Co.**, Cost Accountants (Firm Registration Number **100466**) the Cost Auditors for the financial year 2023-24, as approved by the Board on the recommendation of the Audit Committee, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company in their meeting held on September 30, 2021 limiting the borrowing powers of the Board of Directors of the Company ("Board") upto INR 50 crores (INR Fifty Crores only/-), pursuant to Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with rules made thereunder, the consent of the members of the Company be and is hereby accorded to the Board to borrow moneys on behalf of the Company as may be required from time to time, for any sum or sums of monies which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of INR 75 Crores (Rupees Seventy Five Crores only).

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

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company in their meeting held on September 30, 2021 limiting the powers of the Board of Directors of the Company (“Board”) to create mortgage and/or charge on the movable and / or immovable properties of the Company upto INR 50 crores (INR Fifty Crores only/-), pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with rules made thereunder, the consent of the members of the Company be and is hereby accorded to the Board to create mortgage and/or charge on the movable and / or immovable properties of the Company, in addition to the mortgage/charge already created by the Company, in such form and manner as the Board may determine for securing the borrowings of the Company availed/to be availed from banks or financial institutions or otherwise, by way of loans or advances or credit facilities, together with any kind of interest,

charges, expenses and all other monies payable by the Company in respect of the said borrowings, as may be required from time to time, subject to the limits i.e. not exceeding a sum of INR 75 Crores (Rupees Seventy Five Crores only).

For CALCOM VISION LIMITED

By order of the Board

Aayushi Jindal

Company Secretary
M. No. ACS-55567

Place: Greater Noida
Date: August 10, 2023

General instructions for accessing and participating in the 38th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

1. In view of COVID-19 pandemic, pursuant to Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 5, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.calcomindia.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 27, 2023 at 09:00 A.M. and ends on September 29, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile app is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p> App Store</p> </div> <div style="text-align: center;">  <p> Google play</p> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

2. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
3. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jaskansal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Corp.compliance@calcomindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Corp.compliance@calcomindia.com
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at corp.compliance@calcominida.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at corp.compliance@calcominida.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for appointment/re-appointment vide item no. 2, 4 are as follows:

Name of the Director	Mr. Sushil Kumar Malik	Mr. Akhauri Rajesh Sinha
DIN	00085715	03566720
Date of Birth & Age	September 9,1949 73 years	May 7, 1956 & 66 years
Nationality	Indian	Indian
Date of First Appointment on the Board of Directors of the Company	July 31,2018	October 1, 2022
Qualification	B.E.(Electronics & Telecomm.), M.B.A	M.Sc., MBA, LLB, CAIIB, DPCA

Experience (including nature of expertise in specific functional areas)/ brief resume	He is the Founder & CEO of Calcom Vision Limited. He is an Electronics Engineer from Delhi College of Engineering and MBA from Delhi University's Faculty of Management Studies. He is having over four decades of experience in Electronics Industry.	<p>He has an experience of 37 years as a banking professional across public sector, private sector and foreign banks in India and abroad (USA).</p> <p>Highly experienced in setting up and managing successful and profitable business/financial entities such as the Indian operations of Royal Bank of Canada, International Banking operations of IDBI Bank, as well as the PSU & Government businesses of IDBI Bank.</p> <p>He was a Director Finance of Jindal Group. He also worked as Chairman of Jindal Power Ltd, Chief Financial Advisor of Jindal Group and Principal Group Advisor of Power Trading Corporation.</p> <p>Served multiple national and international assignments gaining deep insights into the business potential, regulatory environment, key opportunities and systemic risks in the banking and financial sectors in India as well as abroad.</p>
Shareholding (Equity shares of face value ₹ 10/- each)	1579913	Nil
Remuneration Last Drawn	As mentioned in Report on Corporate Governance	As mentioned in Report on Corporate Governance
Number of Meetings of Board attended during the year	As mentioned in Report on Corporate Governance	As mentioned in Report on Corporate Governance
Relationship with other Directors/ Key Managerial Personnel of the company	Mr. Abhishek Malik Director of the Company (being his son)	None
Directorships held in other Indian Listed Companies	None	None
Directorships held in other companies in India	None	Prima Care Superspeciality Hospital Private Limited
Membership / Chairmanship of Committees of the Company	Member of Nomination & Remuneration Committee Stakeholder Relationship Committee	Member of Audit Committee
Membership /Chairmanship of Committees held in other Indian companies	None	None

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

Item No. 4: Special Resolution

Appointment of Mr. Akhauri Rajesh Sinha (DIN: 03566720) as a Non-Executive Vice Chairman of the Company

Mr. Akhauri Rajesh Sinha, was appointed as a Non-Executive Independent Director of the Company on October 1, 2022. On the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on May 30, 2023, recommended to change the designation of Mr. Akhauri Rajesh Sinha from a Non-Executive Independent Director to Non-Executive Vice Chairman of the Company effective from June 1, 2023, subject to the approval of the members of the Company.

The key areas where he has always advised the Company, inter-alia includes advising on medium- and long-term strategies of the Company, Business Partnerships, Funding and Borrowings.

In terms of provisions of Section 197 of the Act, 2013, the Company is required to obtain approval of members of the Company for payment of compensation to Non-Executive Directors by way of Special Resolution. Further, in terms of provision of Regulation 17(6)(ca) of the SEBI LODR Regulations, 2015, the Company is required to obtain approval of members of the Company, by way of Special Resolution, if such annual compensation to a single non-executive director exceeds 50% of the total annual compensation payable to all the non-executive directors in any financial year. Hence, approval of the members is sought to enable the Company to make payment of compensation to Mr. Akhauri Rajesh Sinha, Non-Executive Vice Chairman of the Company.

Save and except Mr. Akhauri Rajesh Sinha himself, none of the other directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends resolution as set out at Item No. 4 of the notice by way of passing of special Resolution. The information required in terms of Clause (iv) of Section II of Part II of Schedule V to the Act is as under:

1. General Information:

- I. Nature of Industry: The Company is engaged in manufacturing of Lighting Industry.
- II. Date or expected date of commencement of commercial production: The Company was incorporated on May 30th, 1985. The Company had since commenced its business.
- III. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- IV. Financial performance based on given indicators: The performance of the Company was as under:

Particulars	(in Cr.)		
	2022-23	2021-22	2020-21
	Audited	Audited	Audited
Total Revenue	160.07	100.06	57.70
EBITDA	13.67	5.4	3.65
Profit/(Loss) after Tax	5.64	0.85	1.05

V. Export performance and net foreign exchange collaborations: Nil

VI. Foreign investments or collaborators, if any: Nil

2. Information about the Appointee

Background details: Mr. Akhauri Rajesh Sinha has an experience of 37 years as a banking professional across public sector, private sector and foreign banks in India and abroad (USA).

Highly experienced in setting up and managing successful and profitable business/financial entities such as the Indian operations of Royal Bank of Canada, International Banking operations of IDBI Bank, as well as the PSU & Government businesses of IDBI Bank.

He was a Director Finance of Jindal Group. He had also worked as Chairman of Jindal Power Ltd, Chief Financial Advisor of Jindal Group and Principal Group Advisor of Power Trading Corporation.

Served multiple national and international assignments gaining deep insights into the business potential, regulatory environment, key opportunities and systemic risks in the banking and financial sectors in India as well as abroad.

Past Remuneration: Not Applicable. As a Non-executive Independent Director of the Company, he has not drawn any remuneration except sitting fees for attending Board/Committee meetings.

Recognition or Awards: Nil

Job Profile and his Suitability: As per details stated in the preamble of the explanatory statement.

Remuneration proposed: As per details stated in the resolutions set out at the notice.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.: Mr. Akhauri Rajesh Sinha does not have any pecuniary relations with the Company, apart from receiving sitting fees and reimbursement of expenses for attending meetings of the Company.

3. Other Information

a) Loss or inadequate profits, and reasons thereof: The Company is having profits, however the managerial remuneration exceeds the limits prescribed under the Companies Act, 2013 and hence this is a case of inadequacy of profits. The profits of the Company are improving on year-on-year basis however still the profits are inadequate

b) Steps taken or proposed to be taken for improvement: The Company has been taking all measures to maximize overall efficiencies of its operations and reducing cost by doing extensive automation.

Company has also expanded the customer base and expand product range to attract the new customers. Company also introduces the high margin products into their portfolio like Smart Bulb, Panels etc.

Company has entered into a Joint Venture Agreement with Taehwa Enterprises India Pvt Ltd. Korea, for manufacturing of BLDC Fans.

c) Expected increase in productivity and profits in measurable terms: Company expects that with growth of revenue, addition of new product lines and new customers and markets, the financial position and profitability of the company shall improve significantly in the coming years.

Item No. 5: Ordinary Resolution

Pursuant to Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, as amended till date, the Company is required to conduct audit of its cost records by a Cost Accountant in Practice, as specified under the Companies (Cost Records and Audit) Rules, 2014.

The Board of Directors of the Company has, on recommendation of the Audit Committee, appointed **M/s Neeraj Sharma** and Co., Cost Accountants (Firm Registration Number **100466**) as the Cost Auditors of the Company for the Financial Year ending March 31, 2023 at a remuneration of Rs. 50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company.

The proposal is accordingly recommended by the Board for approval/ratification by the Members by means of an Ordinary Resolution.

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

Item No. 6 & 7

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

The Company is focusing on manufacturing of new products and has plans to expand its existing product line, product mix and planning to enter into new markets in the coming years. These business expansions require substantial investments in Capex and working capital. Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds and for this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or such other persons/ individuals as may be considered fit, which, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the limits approved by the shareholders earlier on September 30, 2021, i.e. INR 50 crores. For smooth operations of the company, it is considered necessary to enhance the borrowing limits from INR 50 crores to INR 75 crores. Hence it is proposed to increase the maximum borrowing limits upto INR 75 crores (Rupees Seventy Five Crores only).

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge/ mortgages/ hypothecation on movable or immovable properties of the Company from time to time which may exceed the existing limits approved by the shareholders earlier on September 30, 2021, i.e. INR 50 crores. Under Section 180(1) (a) of the Companies Act, 2013, a special resolution is required to be passed by the Company which provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company for a sum equivalent to INR 75 Crore (Rupees Seventy Five Crores only). The Board recommends the Special Resolutions as set out at Item no. 6 and 7 of the Notice for the approval of the Members. None of the Directors/Key Managerial Personnel of the Company/ their relative(s) is, in any way, concerned or interested, financially or otherwise in the proposed resolutions.

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

Aayushi Jindal

Company Secretary
M.No. ACS-55567

Place: Greater Noida
Date: August 10, 2023